

AMNS KHOPOLI LIMITED

(Pursuant to an order dated January 22, 2024 of the Hon'ble National Company Law Tribunal, Mumbai Bench (Court-2), uploaded on the website of the Hon'ble Tribunal on January 22, 2024, in Company Application No. (CAA) No. 269 of 2023)

NOTICE OF THE NCLT CONVENED MEETING OF THE SHAREHOLDERS OF THE COMPANY

Monday, March 11, 2024, at 11:00 A.M. IST

by Video-Conferencing / Other Audio-Visual Means

Proposed Scheme of Amalgamation and Arrangement

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with, Section 66 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation and Arrangement amongst AMNS Khopoli Limited, ArcelorMittal Nippon Steel India Limited and their respective shareholders

NOTICE OF THE MEETING OF THE SHAREHOLDERS OF AMNS KHOPOLI LIMITED

(To be convened pursuant to the Order dated January 22, 2024 (uploaded on January 22, 2024) of the Hon'ble National Company Law Tribunal, Mumbai Bench at Mumbai in Company Application (CAA) No. 269 of 2023)

DETAILS OF THE MEETING:

Day	Monday
Date	March 11, 2024
Time	11:00 A.M. (IST)
Mode*	Meeting to be held through Video Conferencing or Other Audio-Visual Means
Remote e-voting start date: March 8, 2024 at 9.00 A.M. (IST)	
Remote e-voting end date: March 10, 2024 at 5.00 P.M. (IST)	

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FORM NO. CAA 2

**[Pursuant to Section 230 (3) of the Companies Act, 2013 and Rule 6 of the Companies
(Compromises, Arrangements and Amalgamations) Rules, 2016]**

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH, AT MUMBAI**

COMPANY APPLICATION (CAA) NO. 269 OF 2023

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read
with, Section 66 of the Companies Act, 2013
and Companies (Compromises,
Arrangements and Amalgamation) Rules,
2016 and other applicable provisions of the
Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation
and Arrangement amongst AMNS Khopoli
Limited, ArcelorMittal Nippon Steel India
Limited and their respective shareholders

AMNS Khopoli Limited

(CIN: L27104MH1985PLC035806)

A company registered under the Companies Act, 1956

Having its registered office at:

Admin Block, Survey No. 71-75, Village Donvat,

Khopoli-Pen Road, Khalapur,

Raigarh, Maharashtra – 410203, India;

**...Applicant Company / Amalgamating
Company / Transferor Company**

NOTICE UNDER SECTION 230 (3) OF THE COMPANIES ACT, 2013 READ WITH, RULE 6 OF COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATION) RULES, 2016 FOR CONVENING THE MEETING OF THE SHAREHOLDERS OF AMNS KHOPOLI LIMITED

**To,
The Shareholders of
AMNS Khopoli Limited
Applicant Company / Amalgamating Company / Transferor Company**

Notice is hereby given that by an order dated January 22, 2024 (the “**Order**”), uploaded on the website of the Hon'ble National Company Law Tribunal, Mumbai Bench (Court-2) (“**Hon'ble Tribunal**”), the Hon'ble Tribunal has directed a meeting to be held of the Shareholders (as defined below in the ‘Notes’) of AMNS Khopoli Limited for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation and Arrangement (the “**Scheme**”) amongst AMNS Khopoli Limited (“**AMNS Khopoli**” / “**Applicant Company**” / “**Amalgamating Company**” / “**Transferor Company**”), ArcelorMittal Nippon Steel India Limited (“**AMNSI**” / “**Amalgamated Company**” / “**Transferee Company**”) and their respective shareholders under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 (“**Act**”) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Act.

In pursuance of the Order and as directed therein, further notice is hereby given that a meeting of the Shareholders of AMNS Khopoli will be held on Monday, March 11, 2024 at 11:00 A.M. (IST), (“**Meeting**”) through video-conferencing or other audio-visual means (“**VC / OAVM**”), following the operating procedures (with relevant modifications as may be required) referred to in Circular No. 17/2020 dated April 13, 2020; Circular No. 20/2020 dated May 5, 2020; Circular No. 22/2020 dated June 15, 2020; Circular No. 33/2020 dated September 28, 2020; Circular No. 39/2020 dated December 31, 2020; Circular No. 14/2020 dated April 8, 2020; General Circular No. 02/2022 dated May 5, 2022; General Circular No. 70/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India (SS-2). At such day, date and time, the said Shareholders of AMNS Khopoli are requested to attend the Meeting following the operating procedures prescribed by the Ministry of Corporate Affairs, Government of India.

Persons entitled to attend, and vote may vote through remote e-voting or through e-voting facility made available during the Meeting through VC/OAVM. AMNS Khopoli has appointed Central Depository Services (India) Limited (“**CDSL**”) to provide facility for remote e-voting and e-voting during the Meeting, so as to enable the Shareholders of AMNS Khopoli to consider and approve the Scheme by way of the resolution included in this notice, as well as to enable the Shareholders to attend and participate in the Meeting through VC/OAVM. Accordingly, voting

by Shareholders shall be carried out through remote e-voting prior to the Meeting or e-voting facility made available during the Meeting, as stated below.

The facility of appointment of proxies by Shareholders will not be available for such Meeting. However, a body corporate which is a Shareholder is entitled to appoint a representative for the purposes of participating and/or voting during the Meeting. The remote e-voting shall commence from Friday, March 8, 2024 at 9.00 A.M. (IST) and end on Sunday, March 10, 2024 at 5.00 P.M. (IST).

Each Shareholder can opt for only one mode of voting i.e., either e-voting at the Meeting or by remote e-voting. In case of any Shareholder exercising the right to vote via both modes, i.e., casting vote by remote e-voting as well as during the Meeting, then remote e-voting shall prevail over voting by the said Shareholder during the Meeting. The vote cast during the Meeting by such a Shareholder shall, in that case, be treated as invalid. Once the vote on the resolution is cast by a Shareholder, the Shareholder will not be allowed to change it subsequently.

The Hon'ble Tribunal has appointed Mr. Abhishek Sanghi, Advocate as the Chairperson of the Meeting, including for any adjournment(s) thereof. Further, the Scrutinizer for the Meeting has been appointed pursuant to the directions provided by the Hon'ble Tribunal in the Order. The Scheme, if approved at the Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

The voting rights of Shareholders of AMNS Khopoli for the purpose of remote e-voting prior to the Meeting or e-voting during the Meeting shall be in proportion to their share in the paid-up share capital of AMNS Khopoli as on October 05, 2023.

TAKE NOTICE that the following resolution is proposed under Section 230(3) and other applicable provisions of the Companies Act, 2013 and the provisions of the memorandum of association and the articles of association of AMNS Khopoli, for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 (“Act”) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Act, the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the memorandum of association and the articles of association of AMNS Khopoli Limited (“AMNS Khopoli”) and subject to the approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (“Hon’ble Tribunal”) or any other approvals of any regulatory and other authorities as may be required in accordance with the scheme of amalgamation and arrangement (“Scheme”) between AMNS Khopoli Limited, AMNSI and their respective shareholders under Sections 230 to 232 read with Section 66 of the Act read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable

provisions of the Act and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal, which may be agreed to by the board of directors of AMNS Khopoli (“Board”), which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme as enclosed with the notice of the Hon'ble Tribunal convened meeting of the Shareholders of AMNS Khopoli, be and is hereby approved.”

“RESOVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts of AMNS Khopoli as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

A copy of the explanatory statement under Sections 230 to 232 and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Explanatory Statement**”), the Scheme and other accompanying documents are enclosed and form part of the notice.

TAKE FURTHER NOTICE that a copy of the Notice (as defined below in the ‘Notes’) can also be obtained free of charge from the Registered Office of AMNS Khopoli, situated at Admin Block, Survey No. 71-75, Village Donvat, Khopoli-Pen Road, Khalapur, Raigarh, Maharashtra – 410203, India, between 11:00 A.M. and 1:00 P.M. on all days except Saturday, Sunday and public holidays up to the date of the Meeting. Alternatively, Shareholders may request for an electronic / soft copy of the said documents by sending an e-mail to AMNS Khopoli at rohit.sharma1@amns.in. A copy of the Notice and the accompanying documents are also placed on the website of AMNSI at www.amns.in and the website of CDSL at www.evotingindia.com.

Sd/-

Abhishek Sanghi
Chairperson appointed by the Hon'ble
Tribunal for the Meeting
February 1, 2024
Place: Mumbai

Registered Office:

Admin Block, Survey No. 71-75, Village Donvat,

Khopoli-Pen Road, Khalapur,

Raigarh, Maharashtra - 410203, India

CIN: L27104MH1985PLC035806

E-mail: rohit.sharma1@amns.in

Notes:

1. The notice in relation to the Hon'ble Tribunal convened meeting of the shareholders of AMNS Khopoli, together with the documents accompanying the same, including the Explanatory Statement and the Scheme (collectively, the “**Notice**”) is being sent by e-mail (at the last known e-mail address), to all the equity Shareholders of AMNS Khopoli whose names appear in the Chartered Accountant's certificate certifying the list of equity Shareholders as on October 05, 2023 as had been filed with the Hon'ble Tribunal (“**Shareholders**”). In case the e-mail address of any shareholder is not registered with AMNS Khopoli, then such Shareholder is requested to contact AMNS Khopoli for registration of the same on or before 2:00 P.M. (IST) on February 23, 2024 by sending an e-mail to Mr. Rohit Sharma at rohit.sharma1@amns.in. Post successful registration of e-mail, the soft copy of the Notice and the login credentials for attending the Meeting as well as for remote e-voting and e-voting during the Meeting would be sent at such registered e-mail address of the concerned Shareholder.
2. A person/entity who is not a Shareholder as on the date referred to in the note above should treat this Notice for information purposes only and shall not be entitled to vote and/or participate in the meeting.
3. The notice along with enclosures thereto will be displayed on the website of AMNSI at www.amns.in and on the website of Central Depository Services Limited (“**CDSL**”) at www.evotingindia.com.
4. The deemed venue for the Meeting shall be the registered office of the Transferor Company / AMNS Khopoli. The Shareholders of AMNS Khopoli are entitled to vote through electronic means, both through remote e-voting prior to the meeting or e-voting during the meeting which will be held through VC/OAVM, as described below. Further, since the meeting will be held through VC/OAVM, physical attendance of shareholders has been dispensed with.
5. The voting by Shareholders through remote e-voting shall commence on Friday, March 8, 2024 at 9.00 A.M. (IST) and end on Sunday, March 10, 2024 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by CDSL thereafter. During this period, shareholders may cast their vote electronically.
6. Shareholders joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the Meeting. The shareholders who have cast their vote by remote e-voting prior to the Meeting may also join the Meeting through VC/OAVM but shall not be entitled to cast their vote again.

7. The voting rights of Shareholders of AMNS Khopoli for the purpose of remote e-voting prior to the meeting or e-voting during the Meeting shall be in proportion to their share in the paid-up share capital of AMNS Khopoli as on October 05, 2023.
8. Since the Meeting is being held through VC/OAVM, the facility for appointment of proxies by the Shareholders will not be available for the Meeting and hence the proxy form and attendance slip are not annexed to this Notice.
9. A body corporate which is a Shareholder of AMNS Khopoli is entitled to appoint an authorized representative for the purpose of participating and / or voting during the meeting held through VC/OAVM. Further, such body corporates are required to send duly scanned certified copy (pdf file) of the relevant resolution/ authority letter to the Scrutinizer at kna.advisors@gmail.com from their registered e-mail address with a copy marked to AMNS Khopoli at its e-mail address viz. rohit.sharma1@amns.in, no later than 48 hours before the scheduled time of the Meeting.
10. Shareholders are requested to kindly go through the instructions in the notes below for casting vote through remote e-voting prior to the meeting and e-voting during the meeting, as well as for attending the meeting through VC/OAVM and for registration as speaker (if any shareholder would like to express views / ask questions during the meeting).
11. In terms of the provisions of Section 107 of the Companies Act, 2013, since the voting on the resolution as set out in the Notice is being conducted through e-voting (including remote e-voting), the said resolution will not be decided by a show of hands at the meeting.
12. Since the meeting will be held through VC / OAVM mode, the route map to the venue of the Meeting is not annexed in this Notice.
13. In terms of the directions contained in the Order, the quorum of the Meeting shall be two (2) shareholders present and voting. Further, the Order directs that in case the required quorum for the Meeting is not met within half-an-hour from the time appointed for holding the Meeting, then the provisions of sub-sections (2) and (3) of Section 103 of the Act shall be applicable *mutatis mutandis* to the Meeting and to any adjournments thereof. In terms of sub-sections (2) and (3) of Section 103, if the quorum is not present within half-an-hour from the time appointed for holding the Meeting, the Meeting shall stand adjourned to the same day in the next week at the same time, and if the quorum is not present within half-an-hour from the time appointed for holding such adjourned meeting, the shareholders present shall constitute the quorum.
14. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the Shareholders of AMNS Khopoli if the resolution mentioned above in the Notice has been approved by a majority of persons representing three-fourths in value of the

Shareholders of AMNS Khopoli, voting through remote e-voting and e-voting facility being made available during the Meeting. Subject to the receipt of requisite number of votes, the resolution, as set forth in the Notice shall be deemed to be passed on the date of the meeting i.e. on March 11, 2024.

15. The advertisement about convening the Meeting will be published by AMNS Khopoli in 'The Financial Express' in all editions, in English and a Marathi translation thereof in 'Navshakti' in all editions.
16. The Scrutinizer will submit his report to the Chairperson after completion of the scrutiny of the votes cast by the Shareholders of AMNS Khopoli through remote e-voting and through e-voting during the Meeting. The Scrutinizer's decision on the validity of the votes shall be final. The result along with the report of the Scrutinizer shall be displayed on AMNSI's website www.amns.in and on CDSL's website www.evotingindia.com within (3) three days from the conclusion of the Meeting.

I. INSTRUCTIONS FOR REMOTE E-VOTING FOR SHAREHOLDERS

- (i) The remote e-voting period would commence from Friday, March 8, 2024 at 9.00 A.M. (IST) and end on Sunday, March 10, 2024 at 5.00 P.M. (IST). The remote e-voting facility shall be disabled thereafter.
- (ii) The Shareholders should log on to the e-voting website of CDSL www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders/ Members" tab.
- (iv) Enter your User ID (which would be sent to the respective Shareholders at their e-mail address registered with AMNS Khopoli).
- (v) Next enter the Image Verification / Captcha as displayed on the screen and click on Login.
- (vi) Enter your password (which would be sent to the respective Shareholders at their e-mail address registered with AMNS Khopoli).
- (vii) After entering these details correctly, click on the "SUBMIT" tab.
- (viii) Select the EVSN of AMNS Khopoli on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to vote.
- (xiii) You can also take out a print of the vote cast by you by clicking on “Click here to print” option on the voting page.

II. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) Shareholders will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at www.evotingindia.com under 'Shareholders / Members' login using the remote e-voting credentials. The link for VC/OAVM will be available after successful login where the EVSN of AMNS Khopoli will be displayed.
- (ii) Shareholders can join the Meeting through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- (iii) Shareholders are advised to join the Meeting through desktop computers or laptops instead of mobile devices for better experience.
- (iv) Shareholders will be required to enable access to their devices' camera and microphone and be connected to a reliable internet network to avoid any disturbance during the Meeting.
- (v) Shareholders connecting to internet via a mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- (vi) Shareholders are encouraged to submit their questions in advance with regard to the Scheme, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach AMNS Khopoli at rohit.sharma1@amns.in up to February 28, 2024.
- (vii) Shareholders who would like to express their views or ask questions during the Meeting may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number and mobile number at rohit.sharma1@amns.in up to February 28, 2024.
- (viii) Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting for a maximum time of 3 (three) minutes each, once the floor is open for queries. Shareholders are requested to restrict their questions/views only on the Scheme.

III. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING AS UNDER:-

- (i) The procedure for e-Voting on the day of the Meeting is the same as the instructions mentioned above for remote e-voting.

- (ii) Only those Shareholders who are present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.
- (iii) If any votes are cast by the Shareholders through the e-voting facility available during the Meeting and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.
- (iv) Shareholders who have voted through remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

If you have any queries or issues regarding attending the Meeting through and e-voting through the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact the toll free number at 1800 22 55 33.

Enclosures: As above

Sd/-

Abhishek Sanghi

Chairperson appointed by the Hon'ble
Tribunal for the Meeting

February 1, 2024

Place: Mumbai

Registered Office:

Admin Block, Survey No. 71-75, Village Donvat,

Khopoli-Pen Road, Khalapur,

Raigarh, Maharashtra - 410203, India

CIN: L27104MH1985PLC035806

E-mail: rohit.sharma1@amns.in

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH, AT MUMBAI**

COMPANY APPLICATION (CAA) NO. 269 OF 2023

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 read with,
Section 66 of the Companies Act, 2013 and
Companies (Compromises, Arrangements and
Amalgamation) Rules, 2016 and other
applicable provisions of the Companies Act,
2013;

AND

In the matter of Scheme of Amalgamation and
Arrangement amongst AMNS Khopoli
Limited, ArcelorMittal Nippon Steel India
Limited and their respective shareholders

AMNS Khopoli Limited

(CIN: L27104MH1985PLC035806)

A company registered under the Companies Act, 1956

Having its registered office at:

Admin Block, Survey No. 71-75, Village Donvat,

Khopoli-Pen Road, Khalapur

Raigarh, Maharashtra - 410203, India;

**...Applicant Company / Amalgamating
Company / Transferor Company**

EXPLANATORY STATEMENT UNDER SECTIONS 230 TO 232 READ WITH SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. This explanatory statement is being furnished pursuant to Sections 230 to 232 and 102 of the Companies Act, 2013 (“**Act**”) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Rules**”) (“**Explanatory Statement**”).
2. Pursuant to the order dated January 22, 2024 (the “**Order**”) issued by the Hon’ble National Company Law Tribunal, Mumbai Bench (“**Hon’ble Tribunal**” or “**NCLT**”) under Section 230(1) of the Act in Company Application CAA No. 269 of 2023, a meeting of the Shareholders (as defined in the notice under ‘Notes’) of AMNS Khopoli is being convened on March 11, 2024, at 11:00 A.M. (IST) (“**Meeting**”) through video conferencing or other audio visual means (“**VC/ OAVM**”), for the purpose of considering and, if thought fit, approving with or without modification(s), the scheme of amalgamation and arrangement amongst AMNS Khopoli, AMNSI and their respective shareholders under Sections 230 to 232 read with Section 66 of the Act and Rules and other applicable provisions of the Act (“**Scheme**”). The Scheme as filed with the Hon’ble Tribunal is enclosed as **Annexure 2**.
3. Capitalized terms which are used in this Explanatory Statement, but which are not defined herein shall have the meaning assigned to them in the Scheme, unless otherwise stated.

Overview of the Scheme

4. The Scheme is presented pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Act and Rules and other relevant provisions of the Act and, *inter alia*, envisages the transfer and vesting of the Amalgamating Company into and with the Amalgamated Company with effect from November 10, 2022. Additionally, the Scheme also provides for various other matters consequential or otherwise integrally connected with the Scheme. The accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act.
5. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by Shareholders of the Applicant Company if the resolution mentioned above in the Notice has been approved by e-voting during the Meeting through VC/OAVM or through remote e-voting facility by a majority of persons representing three-fourths in value of the Shareholders of Applicant Company, voting during the Meeting through VC/OAVM or through remote e-voting facility.

6. The Hon'ble Tribunal, pursuant to the Order, was pleased to appoint Mr. Abhishek Sanghi, Advocate, as the Chairperson of the Meeting, including for any adjournment(s) thereof. Further, the Scrutinizer for the Meeting has been appointed pursuant to the directions provided by the Hon'ble Tribunal in the Order.

Details of the Scheme of Arrangement as required to be disclosed in compliance with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

(i) Details of the order of the Hon'ble Tribunal directing the calling, convening and conducting of the Meeting:

(a) Date of the Order:

January 22, 2024

(b) Date, time, and mode of the Meeting:

Day: Monday

Date: March 11, 2024

Time: 11:00 A.M. (IST)

Mode: Meeting to be held through Video Conferencing or Other Audio-Visual Means

Remote e-voting start date and time: March 8, 2024 at 9.00 A.M. (IST)

Remote e-voting end date and time March 10, 2024 at 5.00 P.M. (IST)

(ii) Details of the Companies:

A. Transferor Company

(a) Corporate Identification Number (CIN):
L27104MH1985PLC035806

(b) Permanent Account Number (PAN): AAACU1710C

(c) Name of the Company: AMNS Khopoli Limited

(d) Date of Incorporation: March 29, 1985

- (e) Type of the Company (whether public or private or one person company): Unlisted Public Company
- (f) Registered office address and e-mail address:
- Registered office address: Admin Block, Survey No. 71-75, Village Donvat, Khopoli-Pen Road, Khalapur Raigarh, Maharashtra - 410203
 - E-mail Address: rohit.sharma1@amns.in
- (g) Summary of main objects as per memorandum of association; and main business carried on by the Transferor Company:
- The main objects of the Transferor Company, as set out in its Memorandum of Association, are as under:
 - i. *To carry on the business in galvanising, processing electroplating and coating of all kinds of metals (ferrous and non-ferrous), PVC, clad, by not, cold or other modern methods and of manufactures, processors rerollers, refiners, smelters, converters, producers, exporters, importers, traders, dealers, distributors, stockiest, buyers, sellers, agents or merchants in all kinds and forms of steel including mild, high carbon spring, high speed tools, stainless steel, special steels, and products thereof required in or used for industrial, agricultural, transport, commercial, defense, domestic, power, transmission or construction purpose.*
 - ii. *To manufacture, fabricate, produce, erect, assemble, install, build, rebuild, overhaul service, import, export, buy, sell and otherwise deal in every kinds of plant and machinery, vessels, tanks, filters, air drying plants, intercoolers, heat recover system, power equipment, ERW steel tubes (Electric Resistance Welded Steel Tubes), Iron and Steel, Metal (ferrous and non-ferrous) steel alloys, scrap, pipes, wire drawing of any metal and to carry on business of fabrication casting and forging of all types of ferrous and non-ferrous metals.*
 - Main Business of the Transferor Company:

The Transferor Company is primarily engaged in the business of manufacturing and sale of downstream steel products.

- (h) Details of change of name, registered office and objects of the Transferor Company during the last five years: On December 15, 2022, the name of the Transferor Company was changed from ‘Uttam Galva Steels Limited’ to ‘AMNS Khopoli Limited’.
- (i) Name of the stock exchange where the securities of the Transferor Company are listed, if applicable: N/A
- (j) Details of the capital structure of the Transferor Company including authorized, issued, subscribed and paid-up share capital:

The authorized, issued, subscribed and paid-up share capital of the Transferor Company as on September 30, 2023, is as follows:

Share Capital	Amount In INR
Authorized Share Capital	
5,00,00,00,000 Equity Shares of INR 10 each	50,00,00,00,000
Total	50,00,00,00,000
Issued, Subscribed and Paid-up Share Capital	
4,02,00,00,00,000 Equity Shares of INR 10 each	40,20,00,00,000
Total	40,20,00,00,000

- (k) Names of the promoters and directors along with their addresses:

Sr. No.	Name of the Director	Designation/Relation	Address
1.	Mr. Kalyan Ghosh	Director	A - 3/304, Tower - 3, Silver City, Sector - 93 A, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201304
2.	Mr. Devinder Singh Arora	Director	19/115, Second Floor, Vikram Vihar, Lajpat Nagar4, New Delhi, Delhi 110024
3.	Mr. Hiroshi Ebina	Director	D-1/39, 2nd Floor, Vasant Vihar, New Delhi, Delhi -

			110057
4.	Mr. Keiji Kubota	Director	8-13-1, Kitamachi, Nerimaku, Tokyo 1790081, Japan
5.	Ms. Anuprita Mehta	Director	9, Makanji Mansion, Bal Govind Das Road, Mahim Mumbai-400016

Sr. No.	Name of the Promoter	Designation/Relation	Address
N/A			

B. Transferee Company

- (a) Corporate Identification Number (CIN): U27100GJ1976FLC013787
- (b) Permanent Account Number (PAN): AAACE1741P
- (c) Name of the Transferee Company: ArcelorMittal Nippon Steel India Limited
- (d) Date of Incorporation: June 1, 1976
- (e) Type of the Transferee Company (whether public or private or one person company): Unlisted Public Company
- (f) Registered office address and e-mail address:
- Registered office address: AMNS House, AMNS Township, 27th km, Surat Hazira Road, Hazira, Surat – 394270, Gujarat, India
 - E-mail Address: pankaj.chourasia@amns.in
- (g) Summary of main objects as per memorandum of association; and main business carried on by the Transferee Company:
- The main objects of the Transferee Company, as set out in its Memorandum of Association, are as under:

- i. To carry on business of constructional engineers, mechanical engineers, Iron Founders, Public Works and general Contractors, Constructors Builders, dealers, in bridges Steel Frames, Buildings, steel, iron, structures of all kinds, iron and steel converters, smiths, wood workers, painters, electrical engineers and electricians and dredgers.*
- ii. To undertake any type of construction work comprising of Civil, Mechanical, Electrical and Electronic Works, including Construction of Jetties, Breakwater, Casting of Concrete Blocks, Beams, Tetrapod's, Roads, Heavy Construction Works, etc.*
- iii. To act as consulting engineers for construction of Harbour, Ports, Buildings, Bridges, Dams, Tunnels, etc., and to execute contracts for construction of such works.*
- iv. To maintain and undertake repairs of Ships, Barges, Boats, Lorries, Tractors, Trailers, Cranes, Plant and Machineries of any kind including Earthmoving machineries.*
- v. To deal in or manufacture, import, export, trade or use iron and steel, hardware, Cement, Lime, Stones, Bricks, Sand, China Clay and any other construction materials, Oils, Diesels, Timbers, Motor, Paints, Granite, Varnishes, and other materials required for the purposes of business of the Company.*
- vi. To carry out the work of Harbour and Port construction including dealing in blue metal, Quarrying of Stone and Stone-metals, Transport by means of Lorries, Tippers, Tractors, Trailers, or any other suitable means, use Cranes or other earthmoving machineries, Compressors, Jack Hammers or other equipment. Transport over area by barges, floating Crafts, Lighters, Ships, Boats and Vessels, Launches, Motorboats, etc., Passenger, Mail, Live Stock Goods, Foods and Merchandise and articles of all kinds.*
- vii. To own, purchase, hire, import, export, dredgers, or any other equipment required for dredging operation and any other relevant operations and to undertake construction for dredging Harbours, Ports, Rivers, Canals, Dams, etc.*

viii. *To carry on business as manufacturers, merchants, dealers, agents, importers, exporters, buyers, sellers, stockists, distributors, processors, assemblers, traders, retailers and marketers in all kinds of goods including but not limited to consumers electronics, domestic appliances, entertainment products, machineries, equipment, media and content in all its forms, components and spares, accessories, communication services including pre-paid and post-paid connections, internet packages, all kinds of telecom related products including but not limited to mobile handsets, telephone instruments whether corded, cordless, mobile or of any other kind, tele - terminals, fax machines, telegraphs, recording instruments and devices, telephone message / answering machines and devices, dialing machines, trunk dialing barring devices, wireless sets and other wireless communication devices like radio pagers, cellular phones, satellite phones etc, telecom switching equipments of all kinds, telecom transmission equipments of all kinds, test equipments, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture thereof and all kinds of services including but not limited to repairs, after sales services, food vending services and to assist, develop, procure, manage, operate and lease, servicing stations, retail outlets, depots and other modes of distribution, procurement and marketing of any of the above mentioned goods or services across India or overseas and to provide technical services in respect thereof or relating thereto.*

ix. *To carry on the business of running an online shopping portal over internet for all kinds of industrial material, construction material, home decor and interior materials and consultancy services, mason and carpentry services, to act as commission agents for companies on behalf of other manufacturers, dealers, carrying and forwarding agents, retailers, sellers whose products are listed on the e-commerce portal, to act as agents or sub- agents for any other business whether of a similar nature or not and to accept and enter into sub-contracts for the performance and carrying on any of the purpose for which the company is formed, to offer promotion services, campaign and advertising services on and through web portal, providing solutions and services related to Web-Technologies, Internet and E-commerce, including to design, develop,*

maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, licence or otherwise deal in Internet portals, Internet networks, Media Portals, Internet solutions, Internet gateways, E-commerce, Web-site designing, Web based and Web enabled services and applications, E-commerce service provider, E-commerce solutions, E-commerce platforms, E-commerce education, E-commerce technologies and E-business solutions and to provide consultancy services addressed to business process engineering, information technology and the design and implementation of information technology solutions for Industry and to establish computer network, either as part of international network or as stand-alone network or otherwise, development of websites, Portal Sites and provide high speed digital / analog communication links to other networks and any other service which is feasible by using internet or any other such international networks and to create, manage and protect the intellectual property and/ or rights associated with providing above-mentioned services.

- x. *To carry on in India and elsewhere the trade or business of manufacturing, prospecting, raising, operating, buying, selling, importing, exporting, purchasing or otherwise dealing:*
 - a) *in iron and steel as iron mongers, iron masters, steel makers and steel converters;*
 - b) *in ferro-silicon, ferro-chromine and/or all products made of iron and steel, coking coal, manganese, ferro-manganese, limestone, refractories, iron ore and other alloys;*
 - c) *as miners, smelters, and iron founders;*
 - d) *in stainless steel, silicon steel, special steel, mild steel and in allied products, fireclay, dolomite, limestone, refractories, iron ore, bauxite. cement, chemicals, fertilizers, manures, distilleries, dye making and industrial and non-industrial gas, lime burners, stone quarrying concrete manufacturing in all respective branches, and other allied input or other materials.*

- Main Business of the Transferee Company:

The Transferee Company owns and operates, *inter alia*, an integrated steel manufacturing facility comprising the unit for manufacturing of flat rolled products at Hazira, a pre-coated facility at Pune, beneficiation facilities at Kirandul and Dabuna, slurry pipelines, pelletisation facilities at Vizag and Paradeep and mining of iron ore at Keonjhar and Sundargarh. It also operates processing and distribution centers and hypermarkets at various locations across India.

- Details of change of name, registered office and objects of the Transferee Company during the last five years: On January 8, 2020, the name of the Transferee Company was changed from ‘Essar Steel India Limited’ to ‘ArcelorMittal Nippon Steel India Limited’.
- Name of the stock exchange where the securities of the Transferee Company are listed, if applicable: N/A
- Details of the capital structure of the Transferee Company including authorized, issued, subscribed and paid up share capital:

The authorized, issued, subscribed and paid-up capital of the Transferee Company as on September 30, 2023, is as follows:

Share Capital	Amount In INR
Authorized Share Capital	
79,90,00,00,000 Equity Shares of INR 10 each	7,99,00,00,00,000
10,00,00,00,000 10% Cumulative Redeemable Preference Shares of INR 10 each	1,00,00,00,00,000
Total	8,00,00,00,00,000
Issued, Subscribed and Paid-up Share Capital	
25,04,13,06,142 Equity Shares of INR 10 each	2,50,41,30,61,420
Total	2,50,41,30,61,420

- Names of the promoters and directors along with their addresses:

Sr. No.	Name of the Director	Designation/Relation	Address
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1.	Mr. Aditya Mittal	Chairman	9, Palace Green, London W8 4QE, GB.
2.	Mr. Prabh Das	Director	E-Tower, 1, Pearl Gateway Tower, Sector-44 Noida, UP201301.
3.	Mr. Bradley Lloyd Davey	Director	41, Golfview Crescent, Dundas, Ontario L9H6V2 Canada
4.	Mr. Genuino Jose Magalhaes Christino	Director	144, Rue de la Gare, Leudelange Luxembourg
5.	Mr. Takahiro Mori	Director	3-8-2 Matsunoki Suginami –Ku, Tokyo, Japan-1660014
6.	Mr. Ichiro Sato	Director	2-6-19, Daita, Setagaya-ku, Tokyo 155-0033, Japan
7.	Mr. Yoshiaki Kusahara	Director	4-21-30-602, Takanawa, Minato-ku Tokyo, 1080074-Japan
8.	Mr. Hiroshi Ebina	Director	D1/39, 2nd Floor, Vasant Vihar New Delhi-110057
9.	Mr. Dilip Oommen	Director and CEO	D-5/1 Nand Niketan Essar Township, Surat Hazira Road, Surat-394270
10.	Mr. Tomomitsu Inada	Whole Time Director	5-27-2 Umezato Suginami Ward Tokyo-Japan-1660011
11.	Mr. Kalyan Ghosh	Alternate Director to Mr. Bradley Lloyd Davey	A-3/304 Tower-3 Silver city, Sector-93A, Noida, Gautam Budh Nagar, UP- 201304.

12.	Mr. Keiji Kubota	Alternate Director to Mr. Ichiro Sato	8-13-1, Kitamachi, Nerimaku Tokyo-1790081 Japan
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Sr. No.	Name of the Promoter	Designation/Relation	Address
N/A			

- (iii) **If the Scheme relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to the Scheme, including holding, subsidiary or of associate companies:**

The Transferor and the Transferee Company have a common ultimate parent company and are fellow subsidiaries.

- (iv) **The date of the board meeting at which the scheme was approved by the board of directors including name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

A. Transferor Company

- (a) The Board of Directors of the Transferor Company approved the Scheme at its meeting held on November 3, 2023 in the following manner:

Directors who attended the meeting:

1. Mr. Kalyan Ghosh
2. Mr. Devinder Singh Arora
3. Mr. Hiroshi Ebina
4. Mr. Keiji Kubota
5. Ms. Anuprita Mehta

Directors who voted in favour of the resolution:

1. Mr. Kalyan Ghosh
2. Mr. Devinder Singh Arora
3. Mr. Hiroshi Ebina
4. Mr. Keiji Kubota
5. Ms. Anuprita Mehta

Directors who voted against the resolution:

None

- (b) A copy of the report adopted by the Board of Directors of the Transferor Company at its meeting held on November 3, 2023 pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 is enclosed herewith as **Annexure 4**.

B. Transferee Company

- (a) The Board of Directors of the Transferee Company approved the Scheme at its at its meeting held on November 3, 2023 in the following manner:

Directors who attended the meeting:

1. Mr. Prabh Das
2. Mr. Dilip Oommen
3. Mr. Hiroshi Ebina
4. Mr. Kalyan Ghosh
5. Mr. Keiji Kubota

Directors who voted in favour of the resolution:

1. Mr. Prabh Das
2. Mr. Dilip Oommen
3. Mr. Hiroshi Ebina
4. Mr. Kalyan Ghosh
5. Mr. Keiji Kubota

Directors who voted against the resolution:

None

- (b) A copy of the report adopted by the Board of Directors of the Transferee Company at its meeting held on November 3, 2023 pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 is enclosed herewith as **Annexure 5**.

(v) Explanatory statement disclosing details of the Scheme:

(a) Parties involved in the Scheme:

The Scheme is only an arrangement between the Transferor Company, the Transferee Company and their respective shareholders. The Scheme is not

an arrangement with the creditors (secured or unsecured) of the respective companies.

(b) In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any:

- **Appointed Date:**

November 10, 2022

- **Effective Date:**

Refers to the date on which the certified copy of the order of Tribunal sanctioning the Scheme is filed with the relevant Registrar of Companies by the Amalgamating Company and the Amalgamated Company or such other date as may be approved by the Tribunal.

- **Share Exchange Ratio:**

555,13,95,960 (Five Hundred and Fifty-Five Crore, Thirteen Lakh Ninety-Five Thousand Nine Hundred and Sixty) Preference Shares of Amalgamated Company/Transferee Company (of INR 10/- each fully paid up) for 402,00,00,000 (Four Hundred and Two Crore) equity shares of Amalgamating Company/Transferor Company (of INR 10/- each fully paid up).

(c) Summary of valuation report including basis of valuation and fairness opinion of registered valuer:

That the fair valuation for the purpose of proposed issuance in the manner set out in Clause 2.6 of the Scheme on the Record Date of non-convertible redeemable preference shares of the Amalgamated Company/Transferee Company, each having face value of INR 10/- each, credited as fully paid-up to the shareholders of Amalgamating Company/Transferor Company as consideration in lieu of amalgamation of the Amalgamating Company/Transferor Company into and with the Amalgamated Company/Transferee Company has been arrived at, by the registered valuer PwC Business Consulting Services LLP in the Valuation Report issued by them.

Based on the said Valuation Report, the registered valuer PwC Business Consulting Services LLP has recommended the following share exchange ratio: 555,13,95,960 (Five Hundred and Fifty-Five Crore, Thirteen Lakh Ninety-Five Thousand Nine Hundred and Sixty) Preference Shares of Amalgamated Company/Transferee Company (of INR 10/- each fully paid up) for 402,00,00,000 (Four Hundred and Two Crore) equity shares of

Amalgamating Company/Transferor Company (of INR 10/- each fully paid up).

The Valuation Report dated October 27, 2023, by the registered valuer PwC Business Consulting Services LLP, relating to the fair value and recommending the share exchange ratio is annexed herewith and marked as **Annexure 3**.

(d) Details of capital or debt restructuring, if any:

The Scheme does not contemplate any debt restructuring nor are any of the Scheme Entities undergoing any debt restructuring. The manner in which capital of the Scheme Entities would be restructured has been discussed above.

(e) Rationale and Benefits of the Scheme:

- a. Creation of synergies: The concentration of the respective business of the Amalgamating Company and Amalgamated Company in one entity as contemplated in the Scheme, will enhance combined competitive strength and result in synergies, which shall best serve the existing market.
- b. Streamlining efficient structure: The proposed amalgamation of the Amalgamating Company into and with the Amalgamated Company will remove inefficiencies, unlock intrinsic value of assets and combine similar business interests into a single corporate entity, resulting in simplification, and efficient administration.
- c. Consolidation of business operations: The proposed amalgamation will achieve consolidation of business operations of the Amalgamating Company and Amalgamated Company, resulting in economies of scale, improved allocation of capital, and optimization of cash flows, which will consequently contribute to the overall growth and value creation of the Amalgamated Company. Therefore, the Amalgamated Company, as the amalgamated entity, will have an enhanced value and return for its shareholders.
- d. Reduction in costs: The proposed amalgamation will enable the Amalgamated Company to optimize the resources required for overall general and administrative purposes by avoiding replication of such resources against several group companies operating within the same market. The Amalgamated Company will be able to use its existing resources as well as the resources of the Amalgamating Company, which is expected to reduce the cost of maintaining and using separate resources.

- e. Value maximization: The proposed amalgamation envisages the movement of symbiotic assets that are presently held by Amalgamating Company into Amalgamated Company to improve prospects for utilization of such assets, operations and inter-dependency, while simultaneously reducing redundancy, thereby increasing the overall value generated by the businesses in India.
- f. Improved customer satisfaction: The proposed amalgamation will make it easier to address needs of customers by providing them uniform product and service experience, on-time supplies, improved service levels thereby improving customer satisfaction.
- g. Improved safety, environment and sustainability practices: The proposed amalgamation will result in increased coverage of plant automation across plants of the Amalgamating Company by using the information technology applications and systems of the Amalgamated Company.

(f) Amount due to Creditors

- The Transferor and the Transferee Company do not have any Secured Creditors as on October 5, 2023.
- The Transferor Company has a total of 380 unsecured creditors having a debt of value INR 8,62,05,57,581/- as on October 5, 2023.
- The Transferee Company has a total of 2596 unsecured creditors, with 2595 creditors having a debt of value INR 346,295,934,891/- and 1 creditor having a debt of value USD 1,072,587,266/-.

(vi) Disclosure about the Effect of the Scheme on:

Sr. No.	Stakeholder	Transferor Company	Transferee Company
(a)	Shareholders/Promoters	The Transferor Company has only one class of shares, i.e., equity shares, and all such equity shares are held, directly and indirectly, by AM Mining India Private Limited (“ AM Mining ”). As stated in Clause 2.6 of the Scheme, and based on the Valuation Report and the independent judgment	

Sr. No.	Stakeholder	Transferor Company	Transferee Company
		<p>of the board of directors of the Transferor Company and the Transferee Company, all the equity shares issued by the Transferor Company and held by its shareholders and/or its nominees shall stand cancelled and extinguished in entirety pursuant to this Scheme, and in lieu thereof, the Transferee Company shall, without any further act or deed, issue and allot shareholders of Transferor Company, as on the Record Date (<i>as defined in the Scheme</i>), non-convertible redeemable preference shares of the Transferee Company, each having face value of INR 10/- each, credited as fully paid-up, subject to and after cancellation of shares pursuant to Clause 3.1(vi) of the Scheme.</p>	
(b)	<p>Employees (including Key Managerial Personnel)</p>	<p>As stated in Clauses 2.1.2(xxii), (xxiii) and (xxiv) of the Scheme, all the staff and employees of each of the Transferor Company, who are in such employment on the Effective Date (<i>as defined in the Scheme</i>), will become staff and employees of the Transferee Company, and subject to the provisions of the Scheme, on terms and conditions not less favourable than those on which they are engaged by the Transferor Company and without any interruption of or break in service as a result of the Scheme. The Transferee Company will take into account the past services of the employees of the Transferor Company, for the purpose of payment of any employment benefits. Further, the Transferee Company will comply</p>	

Sr. No.	Stakeholder	Transferor Company	Transferee Company
		with any agreement/settlement entered into with any labour unions or employees of the Transferor Company.	
(c)	Directors	The Board will cease to exist upon dissolution of the Transferor Company pursuant to the Scheme. None of the directors of the Transferor Company are concerned or interested, financially or otherwise, in the Scheme.	There will be no impact on the board of directors of the Transferee Company pursuant to the Scheme.
(d)	Depositors	The Transferor and the Transferee Company do not have any public deposits and accordingly, they do not have any depositors.	
(e)	Creditors	Under the Scheme, there is no arrangement with the creditors of the Transferor or the Transferee Company. With effect from the Effective Date and as provided in the Scheme, the creditors of the Transferor Company shall become creditors of the Transferee Company. No compromise is offered under the Scheme to any of the creditors of the Transferor or Transferee Company. The liability of the creditors of the Transferor Company is neither being reduced nor being extinguished and, consequently, the creditors of each of the Transferee Company and the Transferor Company will not be	

Sr. No.	Stakeholder	Transferor Company	Transferee Company
		affected by the Scheme in any manner.	
(f)	Debenture Holders	The Transferor Company and the Transferee Company do not have any debentures outstanding as on date and accordingly, it does not have any debenture holders.	
(g)	Deposit Trustee & Debenture Trustee	The Transferor and the Transferee Company do not have any public deposits. Accordingly, the Transferor and Transferee Company have not appointed any Deposit Trustee or Debenture Trustee.	

(vii) Disclosure about effect of Scheme on material interests of directors, Key Managerial Personnel and debenture trustee:

The Directors and KMPs do not have any other material interest, financial or otherwise in the Scheme. There shall be no effect upon the Directors and KMPs of AMNS Khopoli. Further, as mentioned above, AMNS Khopoli does not have any debenture trustee.

(viii) Investigation or proceedings, if any, pending against the Transferor Company under the Act:

There are no proceedings pending against the Transferor Company under the Act, or under the Companies Act, 1956.

(ix) Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the creditors of the Transferor Company:

Copies of the following documents will be open for inspection to the Shareholders of the Transferor Company at its registered office situated at Admin Block, Survey No. 71-75, Village Donvat, Khopoli-Pen Road, Khalapur, Raigarh, Maharashtra - 4102023, India between 11:00 A.M. and 1:00 P.M. on all days except Saturday, Sunday and public holidays up to the date of the Meeting.

If any Shareholder wishes to physically inspect the documents at the registered office of AMNS Khopoli, copies of the below documents will be made available free of charge to Shareholders who may require the same within a day of the receipt of requisition. Shareholders may also request for an electronic / soft copy of the below mentioned documents by writing an email

to AMNS Khopoli at rohit.sharma1@amns.in or may access such documents on the website of AMNSI at the following weblink www.amns.in or at the website of CDSL at the following weblink www.evotingindia.com.

- (a) Last audited financial statements of AMNS Khopoli as on March 31, 2023;
 - (b) Unaudited financial statements of AMNS Khopoli as on August 31, 2023;
 - (c) Copy of the order of the Hon'ble Tribunal in pursuance of which meeting is to be convened;
 - (d) Copy of the Scheme;
 - (e) Auditor's certificate for accounting treatment under Section 133 of the Act;
 - (f) Certificate issued by the Chartered Accountant certifying the list of Shareholders, Secured Creditors (nil) and Unsecured Creditors.
- (x) **Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed Scheme:**
- (a) The Transferor Company and the Transferee Company have made separate applications before the Hon'ble National Company Law Tribunal, benches at Mumbai and Ahmedabad, for sanction of the Scheme under Sections 230 to 232 of the Companies Act, 2013.
 - (b) As directed by the NCLT, Mumbai Bench by its order dated January 22, 2024 the Transferor Company shall serve notices, along with a copy of the Scheme, under Section 230(5) of the Act to the:
 - (i) Central Government through Regional Director, Western Region, Mumbai, (ii) Registrar of Companies, Mumbai (iii) concerned Income Tax Authorities viz. The Principal Commissioner of Income Tax (Central) – 3, Mumbai and (iv) Official Liquidator, Mumbai
 - (ii) A copy of the proposed Scheme shall be filed by the Transferor Company with the Registrar of Companies, Mumbai.

Sd/-

Abhishek Sanghi
Chairperson appointed for the Meeting

Dated February 1, 2024

Place: Mumbai

Registered Office:

Admin Block, Survey No. 71-75, Village Donvat,
Khopoli-Pen Road, Khalapur, Raigarh
Maharashtra - 410203, India

**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT II
C.A. (CAA)/269 (MB)/2023**

In the matter of the Companies
Act, 2013 (18 OF 2013)

AND

In the matter of Sections 230 to
232, read with Section 66 and
other applicable provisions of the
Companies Act, 2013;

AND

In the matter of the Scheme of
Amalgamation and Arrangement
among AMNS Khopoli Limited
(CIN:L27104MH1985PLC03580
6), ArcelorMittal Nippon Steel
India Limited (CIN:
U27100GJ1976FLC013787) and
their respective shareholders.

AMNS KHOPOLI LIMITED, an
unlisted public limited company
incorporated under the provisions of
the Companies Act, 1956 and having
its registered office at Admin Block,
Survey No. 71-75, Village Donvat,



Khopoli-Pen Road, Khalapur
Raigarh, Maharashtra – 410203,
India.

...Applicant Company /
Amalgamating Company / Transferor Company

Order pronounced on: 22.01.2024

Coram:

Anil Raj Chellan
Member (Technical)

Kuldip Kumar Kareer
Member (Judicial)

Appearances:

For the Applicant: Mr. Ravi Kadam, Senior Advocate, along with Mr. Shahezad Kazi, Mr. Gladwin Issac, and Ms. Ridhima Chandani, Advocates instructed by S&R Associates, Advocates.

ORDER

Per: Coram

1. The Learned Counsel for the Applicant Company states that the present Scheme of Amalgamation and Arrangement is a Scheme of Amalgamation and Arrangement among AMNS



Khopoli Limited (the “**Applicant Company/Amalgamating Company/Transferor Company**”), ArcelorMittal Nippon Steel India Limited (the “**Amalgamated Company/Transferee Company**, collectively, the “**Scheme Entities**”) and their respective shareholders under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the “**Rules**”). Pursuant to the Scheme of Amalgamation and Arrangement (**Exhibit ‘A’**), it is proposed to transfer and vest the Amalgamating Company into and with the Amalgamated Company (the “**Scheme**”).

2. The Learned Counsel for the Applicant Company / Transferor Company further submits that the Transferor Company is an unlisted public limited company and is a wholly owned subsidiary of AM Mining India Private



Limited (“**AM Mining**”). It is primarily engaged in the business of manufacturing and sale of downstream steel products.

3. The Learned counsel for the Applicant Company / Transferor Company submits that the Scheme of Amalgamation and Arrangement is only between the Transferor Company and the Transferee Company and their respective shareholders
4. The Learned Counsel for the Applicant Company / Transferor Company further submits that the transfer and vesting of the Amalgamating Company into and with the Amalgamated Company pursuant to the Scheme is in the interest of the Amalgamating Company and the Amalgamated Company in the following ways:

Creation of synergies: The concentration of the respective business of the Amalgamating Company and Amalgamated Company in



one entity as contemplated in the Scheme, will enhance combined competitive strength and result in synergies, which shall best serve the existing market.

Streamlining efficient structure: *The proposed amalgamation of the Amalgamating Company into and with the Amalgamated Company will remove inefficiencies, unlock intrinsic value of assets and combine similar business interests into a single corporate entity, resulting in simplification, and efficient administration.*

Consolidation of business operations: *The proposed amalgamation will achieve consolidation of business operations of the Amalgamating Company and Amalgamated Company, resulting in economies of scale, improved allocation of capital, and optimization of cash flows, which will consequently contribute to the overall growth and value creation of the Amalgamated Company. Therefore, the Amalgamated Company, as the amalgamated entity, will have an enhanced value and return for its shareholders.*



Reduction in costs: *The proposed amalgamation will enable the Amalgamated Company to optimize the resources required for overall general and administrative purposes by avoiding replication of such resources against several group companies operating within the same market. The Amalgamated Company will be able to use its existing resources as well as the resources of the Amalgamating Company, which is expected to reduce the cost of maintaining and using separate resources.*

Value maximization: *The proposed amalgamation envisages the movement of symbiotic assets that are presently held by Amalgamating Company into Amalgamated Company to improve prospects for utilization of such assets, operations and inter-dependency, while simultaneously reducing redundancy, thereby increasing the overall value generated by the businesses in India.*

Improved customer satisfaction: *The proposed amalgamation will make it easier to address needs of customers by providing them*



uniform product and service experience, on-time supplies, improved service levels thereby improving customer satisfaction.

Improved safety, environment and sustainability practices: The proposed amalgamation will result in increased coverage of plant automation across plants of the Amalgamating Company by using the information technology applications and systems of the Amalgamated Company.

5. The Learned Counsel for the Applicant / Transferor Company states that the resolution passed by the Board of Directors of the Applicant / Transferor Company in its meeting held on November 3, 2023 (**Exhibit 'N'**), approved the Scheme. The Appointed Date fixed under the Scheme is November 10, 2022.
6. The Learned Counsel for the Applicant Company / Transferor Company submits that the Scheme is in the interest of all the stakeholders, including the shareholders and creditors of the respective Scheme Entities, and shall



enable the Scheme Entities to adopt a focused business approach for maximization of benefits to their respective stakeholders. The Scheme is not in any manner prejudicial to the interests of the shareholders, creditors or the general public at large.

7. The Learned Counsel for the Applicant Company / Transferor Company submits that as on October 5, 2023, there are seven (7) shareholders of the Applicant Company / Transferor Company (at **Exhibit 'P'**) and a meeting of the shareholders of the Applicant Company / Transferor Company be convened and held within sixty (60) days of uploading of this order through video conferencing or other audio visual means following the operating procedures prescribed by the Ministry of Corporate Affairs, Government of India or any other means, for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation and Arrangement among AMNS Khopoli Limited



(Transferor Company), ArcelorMittal Nippon Steel India Limited (Transferee Company) and their respective shareholders. In view of the aforesaid, the Bench hereby directs that the meeting of the shareholders of the Applicant Company / Transferor Company, for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed Scheme be convened through video conferencing or other audio visual means or any other permissible means within sixty (60) days of uploading of this order.

8. The Applicant Company / Transferor Company is directed that at least thirty (30) clear days before the meeting of the shareholders of the Applicant Company / Transferor Company to be held as aforesaid, a notice convening the meeting, along with necessary instructions with regard to the mode of such meeting, together with a copy of Scheme of Amalgamation and Arrangement, a copy of the Explanatory Statement required to be sent under the Act read with Rule



6 of the Rules, by registered post or by courier or by speed post or by hand-delivery or by e-mail to each of the shareholders of the Applicant Company / Transferor Company at their respective registered offices or at their last known addresses or by e-mail to the registered e-mail address of the shareholders, as per the records of Applicant Company / Transferor Company. The shareholders can obtain a copy of such notice for free of charge at the registered office of the Applicant Company / Transferor Company or request for an electronic / soft copy of such notice by sending an e-mail to the Applicant Company / Transferor Company at rohit.sharma1@amns.in.

9. The Bench further directs that the quorum for the aforesaid meeting of the shareholders of the Applicant Company / Transferor Company shall be two (2) persons present and voting. In the event, quorum of the aforesaid meeting is not met within half an hour from the time appointed for holding of the respective meetings, then the provisions of sub-



sections (2) and (3) of Section 103 of the Act shall be applicable *mutatis mutandis* to such meeting and to the adjourned meeting.

10. It has been stated in the Application (Certificate at **Exhibit 'M'**) that as on October 5, 2023, the Applicant Company / Transferor Company has no secured creditors.
11. Therefore, Learned Counsel for the Applicant Company / Transferor Company submits that there is no requirement for holding a meeting of the secured creditors of the Applicant Company / Transferor Company. The submission is accepted.
12. The Learned Counsel for the Applicant Company / Transferor Company submits that as on October 05, 2023, there are three hundred and eighty (380) unsecured creditors having a debt value of INR 8,62,05,57,581/- of the Applicant Company / Transferor Company (Certificate at **Exhibit 'M'**) and a meeting of the unsecured creditors of



the Applicant Company / Transferor Company be convened and held within sixty (60) days of uploading of this order through video conferencing or other audio visual means following the operating procedures prescribed by the Ministry of Corporate Affairs, Government of India or any other means, for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation and Arrangement among AMNS Khopoli Limited (Transferor Company), ArcelorMittal Nippon Steel India Limited (Transferee Company) and their respective shareholders. In view of the aforesaid, the Bench hereby directs that the meeting of the unsecured creditors of the Applicant Company / Transferor Company, for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed Scheme be convened through video conferencing or other audio visual means or any other permissible means within sixty (60) days of uploading of this order.



13. The Applicant Company / Transferor Company is directed that at least thirty (30) clear days before the meeting of the unsecured creditors of the Applicant Company / Transferor Company, a notice convening the meeting at such day, date and time referred to above, along with instructions with regard to the mode of such meeting, together with a copy of Scheme of Amalgamation and Arrangement, a copy of the Explanatory Statement required to be sent under Section 230 of the Act read with Rule 6 Rules by registered post or by courier or by speed post or by hand-delivery or by e-mail to each of the unsecured creditors of the Applicant Company / Transferor Company at their respective registered offices or at their last known addresses or by e-mail to the registered e-mail address of the unsecured creditors, as per the records of the Applicant Company / Transferor Company. The unsecured creditors can obtain a copy of such notice for free of charge at the registered office



of the Applicant Company / Transferor Company or request for an electronic / soft copy of such notice by sending an e-mail to the Applicant Company / Transferor Company at rohit.sharma1@amns.in.

14. The Bench further directs that the quorum for the aforesaid meeting of the unsecured creditors of the Applicant Company / Transferor Company shall be two (2) unsecured creditors present and voting. In the event, quorum of the aforesaid meeting is not met within half an hour from the time appointed for holding of the respective meetings, then the provisions of sub-sections (2) and (3) of Section 103 of the Act shall be applicable *mutatis mutandis* to such meeting and to the adjourned meeting.
15. This Bench hereby appoints Mr. Abhishek Sanghi, Advocate having email id as :- abhisheksanghi@gmail.com, having Mobile No. :- 9814788160 as the Chairperson of the meetings of the shareholders and unsecured creditors of the



Applicant Company / Transferor Company, including for the adjourned meetings. The Chairperson shall be paid (excluding the applicable taxes) fees of Rs. 2,00,000/- (Rupees Two Lakhs Only) for conducting the meetings.

16. Further, the Learned Counsel for the Applicant Company / Transferor Company states that Ms. Komal Khadaria, Company Secretary and in her absence, Mr. Raunak Agarwal, Chartered Accountant be appointed as the scrutinizer for the meeting of the shareholders and unsecured creditors of the Applicant Company / Transferor Company, including for conducting the polls. The Bench hereby directs that Ms. Komal Khadaria, Company Secretary and in her absence, Mr. Raunak Agarwal, Chartered Accountant be appointed as the scrutinizer for the meetings of the shareholders and unsecured creditors of the Applicant Company / Transferor Company. The Scrutinizer shall be paid (excluding applicable taxes) fees of Rs. 1,00,000/- (Rupees One Lakh Only).



17. The Applicant Company / Transferor Company is directed to issue the composite notice of the meetings of the shareholders and the unsecured creditors of the Applicant Company / Transferor Company, to be held, as aforesaid, stating that copies of the Scheme of Amalgamation and Arrangement and the Explanatory Statement required to be furnished pursuant to Section 230 of the Act can be obtained free of charge at the registered office of the Applicant Company / Transferor Company or an electronic / soft copy of may be requested by sending an e-mail to the Applicant Company / Transferor Company at rohit.sharma1@amns.in, shall also be advertised once each in the Financial Express in the English language and a Marathi translation thereof in Navshakti, at least thirty (30) clear days before the date fixed for the meetings.



18. The Chairperson appointed for the aforesaid meetings is hereby directed to issue instructions for the advertisements to be published, and also issue notices of the relevant meetings to the shareholders and unsecured creditors of the Applicant Company / Transferor Company. The said Chairperson shall be vested with all powers conferred under the Articles of Association, and also under the Rules in relation to the conduct of the meetings, any procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the proposed Scheme or resolution, if any, proposed at the aforesaid meetings by any person(s).
19. The number and value of a class shares for a class of shareholders or the value of the debts of the unsecured creditors, as the case may be, shall be in accordance with the records or registers of the Applicant Company / Transferor Company as on October 5, 2023 and where the entries in the records or registers are disputed, the Chairperson of the



meetings shall determine the number or value, as the case may be, for the purposes of the meetings and his/her decision in that behalf shall be final.

20. The Applicant Company / Transferor Company undertakes to:

(a) issue notices for convening the meetings of the shareholders and the unsecured creditors as per Form No. CAA.2 (Rule 6) of the Rules along with the requisite enclosures as per Section 232 of Act;

(b) issue an explanatory statement containing all the particulars in accordance with Section 230 of the Act;

(c) advertise the notices convening the meetings as per Form No. CAA.2 (Rule 7) of the Rule.

21. The Bench hereby accepts the undertakings recorded in paragraph 20 above.



22. The Applicant Company / Transferor Company is directed to serve notices in Form CAA.3 along with a copy of the Scheme upon: (i) Central Government through Regional Director, Western Region, Mumbai; (ii) Registrar of Companies, Mumbai, (iii) the relevant Income Tax authority viz. Principal Commissioner of Income Tax – (Central) – 3, Mumbai; (iv) Official Liquidator, Mumbai, pursuant to Section 230(5) of the Act as per Rule 8 of the Rules, with an intimation that representations, if any, may be submitted to this Tribunal within a period of thirty (30) days from the date of receipt of such notice with a copy of such representations to be simultaneously served to the Applicant Company / Transferor Company, failing which it shall be presumed that such authorities have no representations to make on the proposed Scheme of Amalgamation and Arrangement. The aforesaid notices shall be sent either by Registered Post or by Speed Post or



by Courier or by Hand - Delivery, at the offices of the aforesaid authorities.

23. The Applicant Company / Transferor Company to file an affidavit of service proving delivery of the notices upon the authorities referred to in paragraph 22 above, within ten (10) days of the issue of such notices and to report to this Tribunal that the direction regarding the issue of notices have been duly complied with.

(a) The Chairperson of the aforesaid meetings to file an affidavit(s) not less than seven (7) days before the date fixed for the holding of the aforesaid meetings of the shareholders and unsecured creditors of the Applicant Company / Transferor Company and to report to this Tribunal that the directions regarding the issue of notices and the advertisement of the aforesaid meetings



have been duly complied with in compliance with Rule 12(1) of the Rules.

- (b) The Chairperson to report to this Tribunal the result of the aforesaid meetings of the shareholders and unsecured creditors of the Applicant Company / Transferor Company, within seven (7) days of the conclusion of such meetings as per Form No. CAA.4 in compliance with Rule 14 of the Rules.

24. Ordered Accordingly.

Sd/-

ANIL RAJ CHELLAN
MEMBER (TECHNICAL)

Sd/-

KULDIP KUMAR KAREER
MEMBER (JUDICIAL)



Certified True Copy

Copy Issued "free of cost"

On 23.1.2024

[Signature]
Deputy Registrar

National Company Law Tribunal Mumbai Bench

(D .1303) 22/1/24

SCHEME OF AMALGAMATION AND ARRANGEMENT

AMONG

AMNS-KHOPOLI-LIMITED
(formerly Uttam Galva Steels Limited)

AMALGAMATING COMPANY

AND

ARCELORMITTAL NIPPON STEEL INDIA
LIMITED

AMALGAMATED COMPANY

AND

THEIR RESPECTIVE SHAREHOLDERS

UNDER SECTIONS 230 TO 232 READ WITH SECTION 66 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013



A. PREAMBLE

This Scheme provides for the amalgamation of the Amalgamating Company (*as defined below*) into and with the Amalgamated Company (*as defined below*) on a going concern and other consequential and connected matters, pursuant to the provisions of Sections 230 to 232 read with Section 66 of the Act (*as defined below*) and other applicable provisions of the Act and consequent dissolution of the Amalgamating Company without winding up, in accordance with Section 2(1B) of the Income Tax Act (*as defined below*) and other applicable provisions of the Income Tax Act.

B. DESCRIPTION OF COMPANIES

- (i) AMNS Khopoli Limited (“AMNS Khopoli” or “Amalgamating Company”), an unlisted public limited company, is a wholly-owned subsidiary of AM Mining India Private Limited (“AM Mining”). AMNS Khopoli was incorporated on March 29, 1985 as Uttam Galva Steels Limited with the Registrar of Companies, Maharashtra, under the provisions of the Companies Act, 1956. Its name was changed to Uttam Steel Limited on May 18, 1993, and subsequently to Uttam Galva Steels Limited on January 23, 2002. On October 1, 2020, a corporate insolvency resolution process was initiated under the Insolvency and Bankruptcy Code, 2016 (the “IBC”) in relation to Uttam Galva Steels Limited. Consequently, AM Mining was declared the successful resolution applicant. The NCLT, Mumbai Bench passed an order dated October 14, 2022 approving the resolution plan submitted by AM Mining (such plan, the “Resolution Plan”). The Resolution Plan was implemented on November 10, 2022 and pursuant to the acquisition of Uttam Galva Steels Limited by AM Mining, Uttam Galva Steels Limited became a wholly-owned subsidiary of AM Mining. Subsequently, its name was changed from ‘Uttam Galva Steels Limited’ to ‘AMNS Khopoli Limited’ on December 15, 2022. AMNS Khopoli’s current registered office address is situated at Admin Block, Survey No. 71-75, Village Donvat, Khopoli-Pen Road, Khalapur Raigarh, Maharashtra – 410203, India. The board of directors and the shareholders of Amalgamating Company approved the shifting the registered office of Amalgamating Company to the State of Gujarat on December 15, 2022 and December 23, 2022, respectively. The Amalgamating Company is in the process of undertaking all necessary actions to shift its registered office to the State of Gujarat. The equity shares of AMNS Khopoli were previously listed on the BSE Limited and the National Stock Exchange of India Limited. The equity shares of AMNS Khopoli were delisted with effect from December 8, 2022. AMNS Khopoli is engaged in the business of manufacturing and sale of downstream steel products

The main objects of AMNS Khopoli as stated in its memorandum of association are as follows:

- To carry on the business in galvanising, processing electroplating and coating of all kinds of metals (ferrous and non-ferrous), PVC, clad, by hot, cold or other modern methods and of manufactures, processors rerollers, refiners, smelters, converters, producers, exporters, importers, traders, dealers, distributors, stockiest, buyers, sellers, agents or merchants in all kinds and forms of steel including mild, high carbon spring, high speed tools, stainless steel, special steels, and products thereof required in or used for industrial, agricultural, transport, commercial, defense, domestic, power, transmission or construction purpose.*
- To manufacture, fabricate, produce, erect, assemble, install, build, rebuild, overhaul service, import, export, buy, sell and otherwise deal in every kinds of plant and*



machinery, vessels, tanks, filters, air drying plants, intercoolers, heat recover system, power equipment, ERW steel tubes (Electric Resistance Welded Steel Tubes), Iron and Steel, Metal (ferrous and non-ferrous) steel alloys, scrap, pipes, wire drawing of any metal and to carry on business of fabrication casting and forging of all types of ferrous and non-ferrous metals.

- (ii) ArcelorMittal Nippon Steel India Limited (“AMNSI”), an unlisted public limited company, was incorporated on June 1, 1976 as Essar Constructions Limited, with the Registrar of Companies, Ahmedabad under the provisions of the Companies Act, 1956. Its name was changed to Essar Gujarat Limited on August 19, 1987, and subsequently to Essar Steel Limited on December 4, 1995. Thereafter, the name was changed to Essar Steel India Limited on January 18, 2012. On August 2, 2017, corporate insolvency resolution process was initiated under the Insolvency and Bankruptcy Code, 2016 in relation to Essar Steel India Limited. Consequently, AMNSI was acquired by the joint venture of ArcelorMittal and Nippon Steel On December 16, 2019 pursuant to the Supreme Court’s judgement dated November 15, 2019. Subsequently, its name was changed from ‘Essar Steel India Limited’ to ‘ArcelorMittal Nippon Steel India Limited’ on January 8, 2020. AMNSI is now a wholly owned subsidiary of Oakey Holding B.V.. Its registered office address is situated at AMNS House, AMNS Township, 27th km, Surat Hazira Road, Hazira, Surat – 394270, Gujarat, India. AMNSI owns and operates an integrated steel manufacturing facility comprising the unit for manufacturing of flat rolled products at Hazira, a pre-coated facility at Pune, beneficiation facilities at Kirandul and Dabuna, slurry pipelines, pelletisation facilities at Vizag and Paradeep and mining of iron ore at Keonjhar and Sundargarh. The Company also operates processing and distribution centers and hypermarts at various locations across India.

The main objects of AMNSI as stated in its memorandum of association are as follows:

- 1. To carry on business of constructional engineers, mechanical engineers, Iron Founders, Public Works and general Contractors, Constructors Builders, dealers, in bridges Steel Frames, Buildings, steel, iron, structures of all kinds, iron and steel converters, smiths, wood workers, painters, electrical engineers and electricians and dredgers.*
- 2. To undertake any type of construction work comprising of Civil, Mechanical, Electrical and Electronic Works, including Construction of Jetties, Breakwater, Casting of Concrete Blocks, Beams, Tetrapod's, Roads, Heavy Construction Works, etc.*
- 3. To act as consulting engineers for construction of Harbour, Ports, Buildings, Bridges, Dams, Tunnels, etc., and to execute contracts for construction of such works.*
- 4. To maintain and undertake repairs of Ships, Barges, Boats, Lorries, Tractors, Trailers, Cranes, Plant and Machineries of any kind including Earthmoving machineries.*
- 5. To deal in or manufacture, import, export, trade or use iron and steel, hardware, Cement, Lime, Stones, Bricks, Sand, China Clay and any other construction materials, Oils, Diesels, Timbers, Motor, Paints, Granite, Varnishes, and other materials required for the purposes of business of the Company.*
- 6. To carry out the work of Harbour and Port construction including dealing in blue*



metal, Quarrying of Stone and Stone-metals, Transport by means of Lorries, Tippers, Tractors, Trailers, or any other suitable means, use Cranes or other earthmoving machineries, Compressors, Jack Hammers or other equipment. Transport over area by barges, floating Crafts, Lighters, Ships, Boats and Vessels, Launches, Motorboats, etc., Passenger, Mail, Live Stock Goods, Foods and Merchandise and articles of all kinds.

7. *To own, purchase, hire, import, export, dredgers, or any other equipment required for dredging operation and any other relevant operations and to undertake construction for dredging Harbours, Ports, Rivers, Canals, Dams, etc.*
8. *To carry on business as manufacturers, merchants, dealers, agents, importers, exporters, buyers, sellers, stockists, distributors, processors, assemblers, traders, retailers and marketers in all kinds of goods including but not limited to consumers electronics, domestic appliances, entertainment products, machineries, equipment, media and content in all its forms, components and spares, accessories, communication services including pre-paid and post-paid connections, internet packages, all kinds of telecom related products including but not limited to mobile handsets, telephone instruments whether corded, cordless, mobile or of any other kind, tele - terminals, fax machines, telegraphs, recording instruments and devices, telephone message / answering machines and devices, dialing machines, trunk dialing barring devices, wireless sets and other wireless communication devices like radio pagers, cellular phones, satellite phones etc, telecom switching equipments of all kinds, telecom transmission equipments of all kinds, test equipments, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture thereof and all kinds of services including but not limited to repairs, after sales services, food vending services and to assist, develop, procure, manage, operate and lease, servicing stations, retail outlets, depots and other modes of distribution, procurement and marketing of any of the above mentioned goods or services across India or overseas and to provide technical services in respect thereof or relating thereto.*
9. *To carry on the business of running an online shopping portal over internet for all kinds of industrial material, construction material, home decor and interior materials and consultancy services, mason and carpentry services, to act as commission agents for companies on behalf of other manufacturers, dealers, carrying and forwarding agents, retailers, sellers whose products are listed on the e-commerce portal, to act as agents or sub- agents for any other business whether of a similar nature or not and to accept and enter into sub-contracts for the performance and carrying on any of the purpose for which the company is formed, to offer promotion services, campaign and advertising services on and through web portal, providing solutions and services related to Web-Technologies, Internet and E-commerce, including to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, licence or otherwise deal in Internet portals, Internet networks, Media Portals, Internet solutions, Internet gateways, E-commerce, Web-site designing, Web based and Web enabled services and applications, E-commerce service provider, E-commerce solutions, E-commerce platforms, E-commerce education, E-commerce technologies and E-business solutions and to provide consultancy services addressed to business process engineering, information technology and the design and implementation of information technology solutions for Industry and to establish computer network, either as part of international network or as stand-alone network or otherwise, development of websites, Portal Sites and provide high speed digital /*



analog communication links to other networks and any other service which is feasible by using internet or any other such international networks and to create, manage and protect the intellectual property and/ or rights associated with providing above-mentioned services.

10. To carry on in India and elsewhere the trade or business of manufacturing, prospecting, raising, operating, buying, selling, importing, exporting, purchasing or otherwise dealing:

- a) in iron and steel as iron mongers, iron masters, steel makers and steel converters;*
- b) in ferro-silicon, ferro-chromine and/or all products made of iron and steel, coking coal, manganese, ferro-manganese, limestone, refractories, iron ore and other alloys;*
- c) as miners, smelters, and iron founders;*
- d) in stainless steel, silicon steel, special steel, mild steel and in allied products, fireclay, dolomite, limestone, refractories, iron ore, bauxite, cement, chemicals, fertilizers, manures, distilleries, dye making and industrial and non-industrial gas, lime burners, stone quarrying concrete manufacturing in all respective branches, and other allied input or other materials.*

C. BACKGROUND AND RATIONALE FOR THIS SCHEME

The proposed amalgamation envisaged under this Scheme is in furtherance of the objective to designate the Amalgamated Company as the primary vehicle for operating the steel business of the ArcelorMittal Nippon Steel joint venture in India, such that all the assets and related liabilities of the Amalgamating Company, which are more suited for the business currently undertaken by the Amalgamated Company, would be amalgamated into and with the Amalgamated Company to improve efficiencies and lead to further synergies.

The management of each of the Parties believes that this Scheme will result in, *inter-alia*, the following benefits:

- (i) **Creation of synergies:** The concentration of the business of the Amalgamating Company and AMNSI in one entity as contemplated in the Scheme, will enhance combined competitive strength and result in synergies, which shall best serve the existing market.
- (ii) **Streamlining efficient structure:** The proposed amalgamation of the Amalgamating Company into and with AMNSI will remove inefficiencies, unlock intrinsic value of assets and combine similar business interests into a single corporate entity, resulting in simplification, and efficient administration.
- (iii) **Consolidation of business operations:** The proposed amalgamation will achieve consolidation of business operations of the Amalgamating Company and AMNSI, resulting in economies of scale, improved allocation of capital, and optimization of cash flows, which will consequently contribute to the overall growth and value creation of AMNSI. Therefore, the Amalgamated Company, as the amalgamated entity, will have an enhanced value and return for its shareholder.
- (iv) **Reduction in costs:** The proposed amalgamation will enable AMNSI to optimize the resources required for overall general and administrative purposes by avoiding replication of such resources against several group companies operating within the same market. AMNSI will be able to use its existing resources as well as the resources of the



Amalgamating Company, which is expected to reduce the cost of maintaining and using separate resources.

- (v) **Value maximization:** The proposed amalgamation envisages the movement of symbiotic assets that are presently held by Amalgamating Company into Amalgamated Company to improve prospects for utilization of such assets, operations and inter-dependency, while simultaneously reducing redundancy, thereby increasing the overall value generated by the businesses in India.
- (vi) **Improved customer satisfaction:** The proposed amalgamation will make it easier to address needs of customers by providing them uniform product and service experience, on-time supplies and improved service levels thereby improving customer satisfaction.
- (vii) **Improved safety, environment and sustainability practices:** The proposed amalgamation will result in increased coverage of plant automation across plants of the Amalgamating Company, by using AMNSI's information technology applications and systems.

This Scheme has been drawn up to comply with the conditions relating to "amalgamation" as specified under Section 2(1B) of the Income Tax Act. If any terms or provisions of this Scheme is/are inconsistent with the provisions of Section 2(1B) of the Income Tax Act, the provisions of Section 2(1B) of the Income Tax Act shall prevail and this Scheme shall stand modified to the extent necessary to comply with Section 2(1B) of the Income Tax Act, such that the modification does not affect other parts of the Scheme.

Therefore, this Scheme and the proposed amalgamation is in the best interest of all Parties and their respective shareholders, creditors and stakeholders, and is not prejudicial to the interests of any of the concerned shareholders, creditors, stakeholders or the general public at large.

D. PARTS OF THIS SCHEME

This Scheme is divided into the following parts:

- (i) **PART I** deals with the definitions, interpretation, effective date and share capital of the Parties;
- (ii) **PART II** deals with the amalgamation of the Amalgamating Company into and with the Amalgamated Company; and
- (iii) **PART III** deals with the general terms and conditions applicable to this Scheme.



PART I

1. DEFINITIONS, INTERPRETATION, EFFECTIVE DATE AND SHARE CAPITAL

1.1. DEFINITIONS

In this Scheme, the following words and expressions shall, unless the context requires otherwise, have the following meanings ascribed to them:

- 1.1.1. “**Act**” means the Companies Act, 2013 and the rules and regulations made thereunder, including any re-enactment, amendment or modifications thereof;
- 1.1.2. “**AM Mining**” means AM Mining India Private Limited, a private limited company, incorporated on October 31, 2019 with the Registrar of Companies, New Delhi under the provisions of the Act. It is currently registered with the Registrar of Companies, Delhi, and its registered office is located at A-74 Nizamuddin East, South Delhi, New Delhi, Delhi – 110013, India.
- 1.1.3. “**Amalgamated Company**” means ArcelorMittal Nippon Steel India Limited (formerly Essar Steel India Limited), an unlisted public limited company, having its registered office at AMNS House, AMNS Township, 27th km, Surat Hazira Road, Hazira, Surat – 394270, Gujarat, India;
- 1.1.4. “**Amalgamated Company 1**” means the Amalgamated Company upon completion of amalgamation in accordance with the provisions of Part II of the Scheme (other than Clause 2.4).
- 1.1.5. “**Amalgamating Company**” or “**AMNS Khopoli**” means AMNS Khopoli Limited (formerly Uttam Galva Steels Limited), an unlisted public limited company, having its registered office address at Admin Block, Survey No. 71-75, Village Donvat, Khopoli-Pen Road, Khalapur Raigarh, Maharashtra – 410203, India;
- 1.1.6. “**AMNS Khopoli Equity Shares**” means equity shares of the Amalgamating Company, each having a face value of INR 10;
- 1.1.7. “**Appointed Date**” means November 10, 2022;
- 1.1.8. “**Board of Directors**” in relation to a Party, means the board of directors of such Party, including any committees constituted by the board of directors and persons authorised by the board of directors or such committees;
- 1.1.9. “**Contract**” means any contract, lease, licence, indenture, agreement, joint venture agreement, commitment or other legally binding arrangement including the Resolution Plan;
- 1.1.10. “**Effective Date**” means the date on which the certified copy of the order of Tribunal sanctioning the Scheme is filed with the relevant Registrar of Companies by the Amalgamating Company and the Amalgamated Company or such other date as may be approved by the Tribunal;
- 1.1.11. “**Eligibility Certificate**” means the eligibility certificate dated June 29, 2015, issued by the Directorate of Industries, Government of Maharashtra, to the Amalgamating Company;
- 1.1.12. “**Governmental Approval**” means any consent, approval, licence, permit, order, exemption, certificate, clearance or authorisation obtained or to be obtained from, or any registration, notification, declaration or filing made to or with, or to be made to or with, any Governmental



Authority;

- 1.1.13. **“Governmental Authority”** means any national, regional or local government or governmental, administrative, fiscal, judicial, or government-owned body of any nation or any of its ministries, departments, secretariats, agencies or any legislative body, commission, authority, court or tribunal or entity, and shall include any relevant Tax authority and any other authority exercising jurisdiction over a Party;
- 1.1.14. **“GST”** means goods and services tax as per Integrated Goods and Services Tax Act, 2017 (‘IGST’), Central Goods and Services Tax Act, 2017 (‘CGST’) and relevant State Goods and Services Tax Act, 2017 (‘SGST’), and includes Goods and Services Tax (Compensation to States) Act, 2017;
- 1.1.15. **“Income Tax Act”** means the Income-tax Act, 1961, and the rules, regulations, orders, ordinances, circulars, notifications, and the like issued and prescribed thereunder, including any re-enactment, amendment or modifications thereof;
- 1.1.16. **“Intellectual Property Rights”** means all domestic and foreign intellectual property rights, including with respect to all patents, patent applications, and trademarks, service marks, trade names, trade dress, logos, corporate names, brand names, domain names, all copyrights, designs and mask works, and all registrations, applications and renewals in connection therewith, and software and all website content (including text, graphics, images, audio, video and data), know how, trade secrets, confidential business information and other proprietary information;
- 1.1.17. **“Judgment”** means any judgment, order, decree, writ, injunction, circular, award, settlement, stipulation or finding issued, promulgated, made, rendered, entered into or enforced by or with any Governmental Authority (in each case, whether temporary, preliminary or permanent);
- 1.1.18. **“Law”** means any statute, law, ordinance, rule, regulation, Governmental Approval, directives, guidelines, policy, order, ordinances, circulars, notifications, press note, notification, circular, order, writ, injunction, directive, Judgment, decree issued by any Governmental Authority or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing, or other similar directives made pursuant to such laws, whether in effect on the date of this Scheme or at any time after such date by any concerned authority having jurisdiction over the matter in question;
- 1.1.19 **“Lien”** means (i) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of any Person, including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under applicable Law, (ii) any proxy for exercising voting rights issued to any third party, power of attorney issued to any third party for transferring and/or exercising any rights, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favour of any Person, and (iii) any adverse claim as to title, possession or use;
- 1.1.20. **“Party”** or **“Parties”** means the Amalgamating Company and the Amalgamated Company;
- 1.1.21. **“Person”** means any individual, general or limited partnership, corporation, body corporate, limited liability company, joint stock company, trust, firm, joint venture, unincorporated organisation, association or any other entity, including any Governmental Authority, or any group consisting of two or more of the foregoing;



- 1.1.22. **“Preference Shares”** means the non-convertible redeemable preference shares of AMNSI, each having face value of INR 10 (Indian Rupees Ten only) and carrying the terms as set out in Schedule I, to be issued to AM Mining at a fair value of INR 10 as consideration for the amalgamation of the Amalgamating Company into and with the Amalgamated Company in accordance with Part II of this Scheme;
- 1.1.23. **“RoC”** means the relevant jurisdictional Registrar(s) of Companies;
- 1.1.24. **“Record Date”** means the date to be fixed by the Board of Directors of the Amalgamating Company for the purposes of determining the shareholders of the Amalgamating Company to whom Preference Shares will be issued and allotted, in terms of Part II of this Scheme, by the Amalgamated Company;
- 1.1.25. **“Scheme”** means this Scheme of Amalgamation, subject to any modification(s) thereto as may be imposed by the Tribunal or any modification(s) sought by the Parties, as approved by the Tribunal;
- 1.1.26. **“Tax” or “Taxes”** means any and all taxes (direct or indirect), surcharges, fees, cess, premium, assessments, levies, duties, tariffs, social security charges, imposts and other charges of any kind (whether or not contingent, recorded, assessed, disputed, whether or not in relation to or on account of assessment, reassessment, notice, proceedings, compounding, non-compliance, non-filing, non-preparation of documents, reports including but not limited to pursuant to any surveys or summons) imposed by any Governmental Authority (together with any and all charges, interest, fines, penalties, additions to tax and additional amounts imposed with respect thereto, by whatever name called), in each case in the nature of a tax, imposed by any Governmental Authority (whether payable directly or by withholding), including but not limited to taxes based upon or measured by income, windfall or other profits, gross receipts, property, sales, severance, branch profits, provident fund, wage withholding tax, other withholding tax (i.e. interest, rent, etc.), TCS, TDS, employee state insurance and gratuity contributions, professional tax, dividend tax, customs duties, excise duties, central sales tax, withholding tax, self-assessment tax, advance tax, service tax, goods and services tax, entry tax, cess, octroi, stamp duty, transfer tax, value-added tax, minimum alternate tax, banking cash transaction tax, securities transaction tax, taxes withheld or paid in a foreign country, and registration fees, capital tax and other transaction taxes, dividend withholding tax, real estate taxes, municipal taxes and duties and environmental taxes and duties, together with all interest, penalties, fines, additions to tax, surcharges or other additional amounts imposed in respect or relating thereto that may be payable or due or levied, imposed upon or claimed to be owed in any relevant jurisdiction;;
- 1.1.27 **“Tax Credits”** means all credits or advances or balances including Tax incentives (including incentives in respect of income Tax, sales Tax, value added Tax, service Tax, excise duties, custom duties, goods and services Tax), advantages, privileges, exemptions, credits, holidays, remissions, reductions, etc, pertaining to Taxes including without limitation to sales tax credit, income tax credit, advance tax, minimum alternate tax credit, self-assessment tax, withholding tax credits, goods and services tax credit (including transitional credit), sales tax/ VAT credit, advance tax, CENVAT credit, GST credits, cess credits, other indirect tax credit, other Tax receivables, Tax refunds (including those pending with any Tax authority), eligibility certificates, if any (including the Eligibility Certificate), advantages, subsidies, benefits and all other rights and facilities of every kind, nature and description whatsoever under Tax Laws;
- 1.1.28. **“TCS”** means tax collected at source under the provisions of the Income Tax Act;



- 1.1.29. “TDS” means tax deducted at source under the provisions of the Income Tax Act;
- 1.1.30. “Tribunal” or “NCLT” means (i) the National Company Law Tribunal, Ahmedabad Bench, which has jurisdiction in relation to the Amalgamated Company and (ii) the National Company Law Tribunal, Mumbai Bench, which has jurisdiction in relation to the Amalgamating Company; and
- 1.1.31. “Valuation Report” means the report dated October 27, 2023 issued by PwC Business Consulting Services LLP certifying the fair value for issuance of Preference Shares by the Amalgamated Company to AM Mining as consideration in lieu of the amalgamation of the Amalgamating Company into and with the Amalgamated Company in accordance with Part II of this Scheme.

1.2. INTERPRETATION

1.2.1. All terms and words used in this Scheme but not specifically defined herein shall, unless contrary to the context thereof, have the meaning ascribed to them under the Act.

1.2.2. In this Scheme, unless the context otherwise requires:

- (i) references to a statutory provision include any subordinate legislation made from time to time under that provision;
- (ii) references to the singular include the plural and *vice versa* and references to any gender includes the other gender;
- (iii) references to a statute or statutory provision include that statute or provision as from time to time modified or re-enacted or consolidated and (so far as liability thereunder may exist or can arise) shall include any past statutory provision (as from time to time modified or re-enacted or consolidated) which such provision has directly or indirectly replaced, provided that nothing in this Clause 1.2.2 shall operate to increase the liability of any Party beyond that which would have existed had this Clause 1.2.2 been omitted;
- (iv) references to a document shall be a reference to that document as modified, amended, novated or replaced from time to time;
- (v) headings are for convenience only and shall be ignored in construing or interpreting any provision of this Scheme;
- (vi) the expression “this Clause” shall, unless followed by reference to a specific provision, be deemed to refer to the whole Clause (and not merely the sub-Clause, paragraph or other provision) in which the expression occurs;
- (vii) references to Clauses and Schedules are to Clauses of and Schedules to this Scheme;
- (viii) references to any Person shall include that Person’s successors and permitted assigns or transferees;
- (ix) references to the words “include” or “including” shall be construed without limitation;
- (x) references to the words “hereof”, “herein” and “hereunder” and words of similar import shall refer to this Scheme as a whole and not to any particular provision of this Scheme; and



- (xi) where a wider construction is possible, the words “other” and “otherwise” shall not be construed *ejusdem generis* with any foregoing words.

1.3. EFFECTIVE DATE

The Scheme set out herein in its present form, or with modification(s), if any, made in accordance with the provisions of this Scheme and the directions of the Tribunal, shall become effective from the Appointed Date and be operative from the Effective Date.

1.4. SHARE CAPITAL

- 1.4.1 The authorized, issued, subscribed and paid-up capital of AMNS Khopoli as on September 30, 2023 is as under:

SHARE CAPITAL	AMOUNT IN INR
Authorized Share Capital	
5,00,00,00,000 Equity Shares of INR 10 each	50,00,00,00,000
Total	50,00,00,00,000
Issued, Subscribed and Paid-up Share Capital	
4,02,00,00,000 Equity Shares of INR 10 each	40,20,00,00,000
Total	40,20,00,00,000

- 1.4.2. The authorized, issued, subscribed and paid-up capital of AMNSI as on September 30, 2023 is as under:

SHARE CAPITAL	AMOUNT IN INR
Authorized Share Capital	
79,90,00,00,000 Equity Shares of INR 10 each	7,99,00,00,00,000
10,00,00,00,000 10% Cumulative Redeemable Preference Shares of INR 10 each	1,00,00,00,00,000
Total	8,00,00,00,00,000
Issued, Subscribed and Paid-up Share Capital	
25,04,13,06,142 Equity Shares of INR 10 each	2,50,41,30,61,420
Total	2,50,41,30,61,420

- 1.4.3. The shares or any other securities of the Amalgamating Company and AMNSI are not listed on any stock exchange, whether in India or in any other country. Further, after the above-mentioned date(s) and until the date of this Scheme being approved by the respective Board of Directors of the Parties, there has been no change in the authorized capital or the issued, subscribed and paid-up capital of the respective Parties.

- 1.4.4. The Parties agree that until the Scheme becomes effective, the respective Parties shall be free to alter (including by way of reclassification or increasing) their authorized, issued, subscribed and paid-up share capital as may be necessary for their respective business requirements or otherwise as determined by the Board of Directors of the respective Parties. If any consolidation, stock-split, sub-division, reorganization, reclassification or other similar action in relation to the share capital of any of the Parties occurs following the date of approval of the Scheme by the respective Board of Directors and on or before the Scheme coming into effect, the share exchange ratio as mentioned in Part II of this Scheme shall be subject to an equitable adjustment by the respective Board of



Directors of such Party to account for the aforementioned corporate actions.



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PART II

2. AMALGAMATION OF THE AMALGAMATING COMPANY INTO AND WITH THE AMALGAMATED COMPANY

2.1. Transfer and Vesting of the Amalgamating Company into and with the Amalgamated Company

2.1.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, subject to the provisions of this Scheme, the Amalgamating Company shall stand amalgamated into the Amalgamated Company and its business shall stand transferred to and vested in and/ or be deemed to have been transferred to and vested in the Amalgamated Company, as a going concern, together with all estates, properties, assets, Contracts, employees, records, approvals, rights, claims, title and authorities, benefits, liabilities and interest therein, subject to existing charges thereon in favour of banks and financial institutions or otherwise, as the case may be, in accordance with Section 2(1B) of the Income Tax Act, without any further act, instrument, deed, matter or thing so as to become, as and from the Appointed Date, the undertaking including the estate, properties, assets, rights, claims, title and authorities, benefits, liabilities and interest of the Amalgamated Company by virtue of and in the manner provided in this Scheme pursuant to the sanction of the Scheme by the Tribunal and pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act.

2.1.2. Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, upon the coming into effect of this Scheme and with effect from the Appointed Date, in relation to the Amalgamating Company:

- (i) All assets of the Amalgamating Company that are movable in nature or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal of whatsoever nature (including any proceeds of disposal thereof), shall, pursuant to this Scheme, stand vested in and/or be deemed to be vested in the Amalgamated Company and shall become the property of the Amalgamated Company without any further act, instrument or deed. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal, pursuant to this Scheme, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly.
- (ii) All other movable assets of the Amalgamating Company, whether present, future or contingent, in possession or reversion, current or non-current, including moveable and fixed plant and machinery, electrical fittings, equipment, installations, appliances, tools, accessories, power lines, stocks and inventory, packaging items, computers, communication facilities, vehicles, furniture, fixtures and office equipment, including Tax assets, investments in shares and any other securities, trade receivables, actionable claims, earnest monies, receivables, bills, credits/ credit notes, outstanding loans and advances, if any, (including any proceeds of disposal thereof) recoverable in cash or in kind or for value to be received, bank balances and deposits, Tax Credits and Tax refunds, if any, with Governmental Authorities, incentives of any kind made available pursuant to industrial policies of the government or otherwise, all investments, including long term, short term, quoted, unquoted investments in different instruments, including shares, debentures, units warrants and bonds, customers and other Persons, shall, upon the coming into effect of this Scheme and with effect from the Appointed Date, stand transferred to, and vested in, the Amalgamated Company without any notice or other



intimation to the debtors or obligors or any other Person. The Amalgamated Company may (without being obliged to do so), if it so deems appropriate, give notice in such form as it deems fit and proper, to each such debtor or obligor or any other Person, that pursuant to the sanction of this Scheme by the Tribunal, such debt, loan, advance, claim, bank balance, deposit or other asset be paid or made good or be held on account of the Amalgamated Company as the Person entitled thereto, to the end and intent that the right of the Amalgamating Company to recover or realise all such debts (including the debts payable by such debtor or obligor or any other Person to the Amalgamating Company) stands transferred and assigned to the Amalgamated Company and that appropriate entries should be made in the books of accounts of the relevant debtors or obligors or other Persons to record such change.

- (iii) All application monies, advance monies, earnest monies and security and other deposits paid to any Person, including any Governmental Authority, and payments against other entitlements shall stand automatically transferred in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed.
- (iv) All intangible assets, including all Intellectual Property Rights and all goodwill attaching to such Intellectual Property Rights of the Amalgamating Company shall stand transferred to and vested in the Amalgamated Company;
- (v) All lease and licence agreements entered into by the Amalgamating Company with various landlords, owners and lessors in connection with the use of the assets of the Amalgamating Company, together with security deposits, shall stand automatically transferred in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The Amalgamated Company shall continue to pay rent amounts as provided for in such agreements and shall comply with the other terms, conditions and covenants thereunder and shall also be entitled to refund of security deposits paid under such agreements by the Amalgamating Company.
- (vi) All immovable properties of the Amalgamating Company, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Amalgamating Company, whether freehold or leasehold or otherwise, leave and licenced, tenancies and any other covenants, title, interest or continuing rights in such immoveable assets and all documents of title, rights and easements in relation thereto shall be vested in and/or be deemed to have been vested in the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to such immovable properties and shall be liable to pay the ground rent and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Amalgamated Company by the appropriate Governmental Authorities pursuant to the sanction of this Scheme by the Tribunal and upon the Scheme becoming effective in accordance with the terms hereof.
- (vii) All estate, assets, rights, title, claims, interest, investments and properties of the Amalgamating Company as on the Appointed Date, whether or not included in the books of the Amalgamating Company, and all assets, rights, title, interest, investments and



properties, of whatsoever nature and wherever situate, which are acquired by the Amalgamating Company on or after the Appointed Date but prior to the Effective Date, shall be deemed to be transferred to and vested in the Amalgamated Company and shall become the assets and properties of the Amalgamated Company.

- (viii) Until the owned property, leasehold property and related rights thereto, licence or right to use the immovable property, tenancy rights, liberties and special status are transferred, vested, recorded, effected and/or perfected in the record of the appropriate Governmental Authorities in favour of the Amalgamated Company, the Amalgamated Company shall be deemed to be authorised to carry on business in the name and style of the Amalgamating Company under the relevant agreement, deed, lease and/or licence, as the case may be, and the Amalgamated Company shall keep a record and account of such transactions.
- (ix) For purposes of taking on record the name of the Amalgamated Company in the records of the Governmental Authorities in respect of transfer of immovable properties to the Amalgamated Company pursuant to this Scheme, the Board of Directors of the Amalgamating Company and the Amalgamated Company may approve the execution of such documents or deeds as may be necessary, including deed of assignment of lease or leave or licence (as the case may be) by the Amalgamating Company in favour of the Amalgamated Company.
- (x) All liabilities, including Tax liabilities and contingent liabilities, loans, debts (secured or unsecured) and borrowings, guarantees, duties, undertakings, responsibilities and obligations, whether present, future or contingent, all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, contingent liabilities, duties, guarantees, borrowings, obligations and undertakings of the Amalgamating Company, of every kind, nature and description whatsoever and howsoever arising, raised, incurred or utilised for their respective business activities and operations, shall, pursuant to the sanction of the Scheme by the Tribunal and under the provisions of Sections 230 to 232 of the Act and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing being made, done or executed, be transferred to, and vested in, or be deemed to have been transferred to, and vested in, the Amalgamated Company, along with any charge, encumbrance, Lien or security created in connection therewith, and such liabilities shall be assumed by the Amalgamated Company to the extent they are outstanding as on the Effective Date so as to become, as on and from the Effective Date, the liabilities, debts, duties and obligations of the Amalgamated Company on the same terms and conditions as were applicable to the Amalgamating Company, and the Amalgamated Company shall meet, discharge and satisfy the liabilities and it shall not be necessary to obtain the consent of any third party or other Person who is a party to any Contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 2.1.2. For the sake of clarification, all liabilities including contingent liabilities pertaining to the period prior to November 10, 2022 i.e. the date of acquisition of the Amalgamating Company pursuant to the IBC stand completely settled and discharged in terms of the Resolution Plan and the NCLT order approving the Resolution Plan.
- (xi) Where any of the debts, liabilities, duties and obligations incurred before the Appointed Date by the Amalgamating Company, deemed to have been transferred to the Amalgamated Company by virtue of this Scheme, has been discharged by the Amalgamating Company after the Appointed Date and prior to the Effective Date, such



discharge shall be deemed to have been for and on account of the Amalgamated Company.

- (xii) All reserves, provisions and funds, books, records, files, papers, engineering and process information, software licences (whether proprietary or otherwise), test reports, records of standard operating procedures, computer programs along with their licences, drawings, manuals, data, databases, catalogues, quotations, sales and advertising materials, dossiers, product master cards, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records, whether in physical form or electronic form of the Amalgamating Company shall stand transferred to the Amalgamated Company.
- (xiii) All electricity, gas, water and any other utility connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities in different states to the Amalgamating Company, together with security deposits and all other advances paid, shall stand automatically transferred in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity, gas, water and any other utility companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which the Effective Date falls. The Amalgamated Company shall comply with the terms, conditions and covenants associated with the grant of such connection and shall also be entitled to refund of security deposits placed with such companies, boards, agencies and authorities by the Amalgamating Company.
- (xiv) All rights to use and avail telephone, facsimile, e-mail, internet, leased line connections and installations, utilities, electricity and other services shall stand automatically transferred in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed.
- (xv) The Amalgamated Company shall be entitled to operate all bank accounts, realise all monies and complete and enforce all pending Contracts and transactions in the name of the Amalgamating Company to the extent necessary until the transfer of the rights and obligations of the Amalgamating Company to the Amalgamated Company under the Scheme is formally accepted and completed by the parties concerned. For avoidance of doubt, it is hereby clarified that all cheques and other negotiable instruments, payment orders received and presented for encashment which are in the name of the Amalgamating Company after the Effective Date, shall be accepted by the bankers of the Amalgamated Company and credited to the accounts of the Amalgamated Company, if presented by the Amalgamated Company. Similarly, the banker of the Amalgamated Company shall honour all cheques issued by the Amalgamating Company for payment after the Effective Date.
- (xvi) Any other assets or liabilities not mentioned above shall stand automatically transferred in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed.

Permits

- (xvii) All Governmental Approvals and other consents, permissions, quotas, rights,



authorisations, entitlements, awards, sanctions, certifications, incentives of any kind made available pursuant to industrial policies of the government or otherwise (including the Eligibility Certificate), no-objection certificates and licences, including those relating to tenancies, privileges, powers and facilities of every kind and description of whatsoever nature, to which the Amalgamating Company is a party or to the benefit of which the Amalgamating Company may be entitled to use or which may be required to carry on the operations of the Amalgamating Company, and which are subsisting or in effect immediately prior to the Effective Date, shall be, and remain, in full force and effect in favour of or against the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party, a beneficiary or an obligee thereto and shall be appropriately mutated by the relevant Governmental Authorities in favour of the Amalgamated Company.

- (xviii) Without prejudice to the generality of the Clauses mentioned above, the assets of the Amalgamating Company shall also include all permits, licences and any other approvals, clearances, authorities, quotas, allocations granted to the Amalgamating Company, all municipal approvals, authorisations, statutory rights, permissions, registrations, certificates, consents, authorities (including for the operation of bank accounts), powers of attorneys (given by, issued to or executed in favour of the Amalgamating Company) and benefits of all Contracts, allotments, consents, quotas, rights, easements, engagements, exemptions, entitlements, advantages of whatever nature and howsoever named, properties, movable, in possession or reversion, present or contingent of whatsoever nature and where-so-ever situated, liberties, ownerships rights and benefits, earnest moneys payable pertaining to the assets mentioned in the aforesaid Clauses, if any, all other rights and benefits, licences, powers, privileges and facilities of every kind, nature and description whatsoever; right to use and avail of telephones, telexes, facsimile, connections, installations and other communication facilities and equipment, titles, all other utilities, benefits of all Contracts, memoranda of understanding, project service agreements, pre-qualification, applications, bids, tenders, letters of intent, concessions, non-possessory contractual rights or any other Contracts, development rights, allocated deferred Tax and all other interest in connection with or in relation to the Amalgamating Company on the Effective Date shall stand transferred to the Amalgamated Company pursuant to the sanction of this Scheme by the Tribunal and upon the Scheme becoming effective in accordance with the terms hereof.

Contracts

- (xix) All Contracts, deeds, bonds, agreements (including in connection with Contracts for services), licences, understandings, deeds and instruments, including lease agreements, right to use agreements, purchase orders, service orders, operation and maintenance contracts, memoranda of undertakings, hire and purchase agreements, power purchase agreements, joint venture agreements, investment agreements, panchamas for right of way and all rights, title, interest, claims and benefits thereunder, memoranda of agreements, memoranda of agreed points, letters of agreed points, bids, letters of intent, arrangements, undertakings, whether written or otherwise, all insurance policies pertaining to the Amalgamating Company and other instruments to which the Amalgamating Company is a party, or to the benefit of which the Amalgamating Company may be entitled, and which are subsisting or having effect immediately prior to the Effective Date, shall, without any further act, instrument or deed, continue in full force and effect against or in favour of, as the case may be, the Amalgamated Company, and may be enforced effectively by or against the Amalgamated Company as fully and



effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary or obligor or obligee thereto or thereunder. The Amalgamated Company will, if required, enter into novation agreements in relation to such Contracts, deeds, bonds, agreements and other instruments.

- (xx) All other agreements entered into by the Amalgamating Company in connection with the assets of the Amalgamating Company shall stand automatically transferred in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed.

Legal Proceedings

- (xxi) All legal proceedings, including Tax proceedings, quasi-judicial, arbitral and other administrative proceedings, of whatsoever nature by or against the Amalgamating Company pending on the Effective Date shall not abate or be discontinued or be prejudicially affected in any way by reason of this Scheme or by anything contained in this Scheme but shall be continued, prosecuted and enforced, as the case may be, by or against the Amalgamated Company, in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the Amalgamating Company. The Amalgamated Company undertakes to have all legal or other proceedings specified in this Clause 2.1.2, initiated by or against the Amalgamating Company, transferred to its name and to have such proceedings continued, prosecuted and enforced by or against the Amalgamated Company, as the case may be. Following the Effective Date, the Amalgamated Company may initiate any legal proceeding for and on behalf of the Amalgamating Company. For the sake of clarification, the terms of the Resolution Plan, including extinguishment of all claims and proceedings and all reliefs and concessions provided to the Amalgamating Company for the period prior to November 10, 2022, i.e., the date of acquisition of the Amalgamating Company pursuant to the IBC, shall be equally applicable to the Amalgamated Company. Additionally, all claims and proceedings against the Amalgamating Company pertaining to the period prior to November 10, 2022 i.e. the date of acquisition of the Amalgamating Company pursuant to the IBC stand completely settled and discharged in terms of the Resolution Plan and the NCLT order approving the Resolution Plan.

Employees

- (xxii) With effect from the Effective Date, all the staff and employees of the Amalgamating Company who are in such employment as on the Effective Date shall become, and be deemed to have become, the staff and employees of the Amalgamated Company, and, subject to the provisions of the Scheme, on terms and conditions not less favourable than those on which they are engaged by the Amalgamating Company and without any interruption of or break in service as a result of the transfer and vesting of the Amalgamating Company to the Amalgamated Company.
- (xxiii) With regard to any provident fund, gratuity fund, pension, superannuation fund or other special fund created or existing for the benefit of such employees of the Amalgamating Company, as well as other compensation or benefits, whether in the event of resignation, death, retirement, retrenchment or otherwise, if any, it is the aim and intent of this Scheme that all the rights, duties, powers and obligations of the Amalgamating Company in relation to such schemes or funds shall become those of the Amalgamated Company. Upon this Scheme becoming effective, the Amalgamated Company shall stand



substituted for the Amalgamating Company for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. Any existing provident fund, gratuity fund and superannuation fund trusts created by the Amalgamating Company for its employees shall be continued for the benefit of such employees on the same terms and conditions until such time that they are transferred to the relevant funds of the Amalgamated Company. It is clarified that the services of all employees of the Amalgamating Company transferred to the Amalgamated Company will be treated as having been continuous and uninterrupted for the purpose of the aforesaid schemes or funds. Without prejudice to the aforesaid, the Board of the Amalgamated Company, if it deems fit and subject to Law, shall be entitled to: (i) retain separate trusts or funds within the Amalgamated Company for the erstwhile fund(s) of the Amalgamating Company; or (ii) merge the respective pre-existing funds of the Amalgamating Company with other similar funds of the Amalgamated Company.

- (xxiv) The Amalgamated Company shall comply with any agreement(s)/settlement(s) entered into with labour unions (if any) or employees by the Amalgamating Company. The Amalgamated Company agrees that for the purpose of payment of any retrenchment compensation, gratuity and other termination benefits, the past services of employees with the Amalgamating Company, if any, shall also be taken into account, and further agrees to pay such benefits when they become due.

Intellectual Property

- (xxv) All Intellectual Property Rights of the Amalgamating Company shall stand transferred to and vested in the Amalgamated Company.

Inter se Transactions

- (xxvi) Without prejudice to the foregoing provisions, with effect from the Appointed Date, all inter-party transactions between the Amalgamating Company and the Amalgamated Company shall be considered as intra-party transactions for all purposes.
- (xxvii) With effect from the Effective Date, there will be no accrual of income (including exceptional income), interest or expense (including exceptional expense) on account of any transactions, including, *inter alia*, any transactions in the nature of sale or transfer of any goods, materials or services or any loans, between the Amalgamating Company and the Amalgamated Company. For avoidance of doubt, it is hereby clarified that with effect from the Effective Date, there will be no accrual of interest or other charges in respect of any *inter se* loans, deposits or balances between the Amalgamating Company and the Amalgamated Company.
- (xxviii) From the Effective Date, the Amalgamated Company shall commence, carry on and be authorized to carry on, the business of the Amalgamating Company.
- (xxix) With effect from the Effective Date, any liabilities, loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Amalgamating Company and the Amalgamated Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability on that behalf on any party and the appropriate effect shall



be given in the books of accounts and records of the Amalgamated Company.

- (xxx) All *inter se* Contracts solely between the Amalgamating Company and the Amalgamated Company shall stand cancelled and cease to operate and appropriate effect shall be given in the books of accounts and records of the Amalgamated Company.

Borrowing Limits; Corporate Approvals

- (xxxi) Upon coming into effect of this Scheme and with effect from the Appointed Date, the borrowing and investment limits of the Amalgamated Company under the Act shall be deemed without any further act or deed to have been enhanced by the borrowing and investment limits of the Amalgamating Company, such limits being incremental to the existing limits of the Amalgamated Company.
- (xxxii) Any corporate approvals obtained by the Amalgamating Company, whether for purposes of compliance or otherwise, shall stand transferred to the Amalgamated Company and such corporate approvals and compliance shall be deemed to have been obtained and complied with by the Amalgamated Company.
- (xxxiii) Upon coming into effect of this Scheme, the past track record of Amalgamating Company, including the profitability, production volumes, experience, credentials, net worth, technical expertise and market share, shall be deemed to be the track record of the Amalgamated Company for all commercial and regulatory purposes, including for the purpose of eligibility, standing, evaluation and participation of the Amalgamated Company in all existing and future bids, tenders and contracts of all authorities, agencies and clients.

Taxes

- (xxxiv) Any Tax liabilities (including contingent liabilities) of the Amalgamating Company, under the Income Tax Act and other Laws dealing with Taxes, as on the date immediately preceding the Appointed Date, shall be transferred to the Amalgamated Company.
- (xxxv) Any Tax assets such as Tax Credits or refunds pertaining to Taxes including consequent to the assessment made in respect of Amalgamating Company, shall also belong to and be received by Amalgamated Company. The Amalgamating Company and/or the Amalgamated Company will undertake due compliances to effect the same.
- (xxxvi) All Tax assessment proceedings/appeals of whatsoever nature by or against the Amalgamating Company pending and/or arising at the Appointed Date shall be continued and/or enforced until the Effective Date as desired by the Amalgamated Company. As and from the Effective Date, the Tax proceedings/ appeals shall be continued and enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued and enforced by or against Amalgamating Company. Further, such proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Amalgamating Company with the Amalgamated Company or anything contained in this Scheme. For the sake of clarification, the terms of the Resolution Plan, including extinguishment of all claims and proceedings related to Tax and Tax liabilities (including contingent liabilities) and all reliefs and concessions related to Tax provided to the Amalgamating Company for the period prior to November 10, 2022 i.e. the date of



acquisition of the Amalgamating Company pursuant to the IBC, shall be equally applicable to the Amalgamated Company. Additionally, all claims and proceedings related to Tax against the Amalgamating Company pertaining to the period prior to November 10, 2022 i.e. the date of acquisition of the Amalgamating Company pursuant to the IBC stand completely settled and discharged in terms of the Resolution Plan and the NCLT order approving the Resolution Plan.

- (xxxvii) Tax payments (including without limitation, advance Tax, self-assessment Tax, dividend distribution tax, MAT, local body tax, entry tax, wealth tax, cess, value added tax, central sales tax, excise duties, service tax, goods and services Tax and customs duties) whether by way of TDS/TCS, foreign tax credit, advance tax, all earnest monies, security deposits provisional payments, payment under protest, or otherwise howsoever, by the Amalgamating Company after the Appointed Date, shall be deemed to be paid by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly. Credit for such Taxes shall be allowed to the Amalgamated Company notwithstanding that certificates or challans for Taxes paid are in the name of the Amalgamating Company and not in the name of the Amalgamated Company. Further, any TDS paid by the Amalgamating Company or the Amalgamated Company on transactions with the Amalgamating Company or the Amalgamated Company if any (from Appointed Date to the Effective Date) shall be deemed to be advance Tax paid by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly. TDS certificates, or refunds pertaining to Taxes including consequent to the assessment made in respect of Amalgamating Company, issued in the name of Amalgamating Company after the Appointed Date, including for which no credit is taken in the accounts, shall also be deemed to have been issued in the name of the Amalgamated Company for income tax purposes under the Income Tax Act. Amalgamating Company and/or the Amalgamated Company will undertake due compliances to give effect the same.
- (xxxviii) Upon this Scheme becoming effective, the Amalgamated Company (if required) and the Amalgamating Company are expressly permitted to revise its financial statements and Tax returns (including income-tax returns under Section 170A of the Income Tax Act or otherwise, TDS or TCS returns) along with prescribed forms, filings and annexures (including but not limited to TDS certificates) under the Income Tax Act (including for the purpose of re-computing income-tax under the normal provisions, minimum alternative tax, and claiming other tax benefits) and other Tax Laws, including goods and services law, if required, to give effect to the provisions of this Scheme even if the prescribed time limit for filing or revising such document have lapsed, without incurring any liability on account of interest, penalty or any other sum. The Amalgamated Company is also expressly permitted to claim Tax refunds/ Tax Credits in respect of any transaction by and between the Amalgamating Company and the Amalgamated Company.
- (xxxix) All the accumulated loss and the unabsorbed depreciation of the Amalgamating Company shall be deemed to be the loss or, as the case may be, allowance for unabsorbed depreciation of the Amalgamated Company for the previous year in which the amalgamation is effected, as per the provisions of Section 72A of the Income Tax Act. For this purpose, the Amalgamating Company and the Amalgamated Company shall comply with the stipulated conditions as prescribed for the respective companies under Section 72A of the Income Tax Act read with prescribed rules thereunder.
- (xl) All expenses incurred by the Amalgamating Company and the Amalgamated Company



in relation to the amalgamation of the Amalgamating Company with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the Income Tax Act over a period of 5 (five) years beginning with the previous year in which this Scheme becomes effective.

- (xli) Upon coming into effect of this Scheme, all Tax compliances under any Tax Laws by the Amalgamating Company on or after Appointed Date shall be deemed to be made by the Amalgamated Company.
- (xlii) Without prejudice to the generality of the above, all benefits, entitlements, incentives (including the Eligibility Certificate) accumulated losses, losses brought forward, unabsorbed depreciation, if any, as per the books of accounts, credits, registrations (including without limitation, income tax, minimum alternate tax, TDS/TCS, Taxes withheld/paid in foreign country, wealth tax, service tax, excise duty, central sales tax, entry tax, applicable state value added tax, customs duty, goods and services tax, GST, registrations, etc.) to which the Amalgamating Company is entitled to in terms of applicable Laws, shall be available to and vest in the Amalgamated Company, upon this Scheme coming into effect.
- (xliii) The provisions of this Part of the Scheme as they relate to the amalgamation of the Amalgamating Company into and with the Amalgamated Company have been drawn up to comply with the conditions relating to “amalgamation” as defined under Section 2(1B) of the Income Tax Act for the purpose of Section 47, Section 72A and other relevant sections and provisions of the Income Tax Act. If any terms or provisions of this Part of the Scheme are found or interpreted to be inconsistent with the provisions of the said section of the Income Tax Act at a later date, including resulting from an amendment of Law or for any other reason whatsoever, the provisions of the said section of the Income Tax Act shall prevail and this Part of the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income Tax Act. Such modification will, however, not affect the other parts of the Scheme.
- (xliv) With effect from Appointed Date, the Amalgamated Company is expressly permitted to claim any deduction (including deferred revenue expenditure, whether or not recorded for Tax purposes) otherwise admissible to the Amalgamating Company such as under Sections 40, 40A, 43B, etc. of the Income Tax Act / exemption, refunds and/or input tax credit/ GST, credit for taxes paid (including MAT, TDS/TCS, income tax, customs, cess, value added tax, central sales tax, service tax, excise, including advance tax, self-assessment tax, dividend distribution tax, carry forward of accumulated losses, unabsorbed depreciation, foreign tax credit, etc.) and for matters incidental thereto under the Income Tax Act, central sales tax, applicable state value added tax, service tax laws, local body tax, entry tax, excise duty and GST laws, customs duty laws, goods and service tax laws and other applicable Tax Laws.

Creditors

- (xlv) Upon the coming into effect of this Scheme and with effect from the Appointed Date, the secured creditors of the Amalgamating Company and/or other holders of security over the properties of the Amalgamating Company shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Amalgamating Company, as existing immediately prior to the amalgamation of the Amalgamating



Company with the Amalgamated Company and the secured creditors of the Amalgamated Company and/or other holders of security over the properties of the Amalgamated Company shall be entitled to security only in respect of the properties, assets, rights, benefits and interest of the Amalgamated Company, as existing immediately prior to the amalgamation of the Amalgamating Company with the Amalgamated Company. It is hereby clarified that pursuant to the amalgamation of the Amalgamating Company with the Amalgamated Company, (a) the secured creditors of the Amalgamating Company and/or other holders of security over the properties of the Amalgamating Company shall not be entitled to any additional security over the properties, assets, rights, benefits and interest of the Amalgamated Company and therefore, such assets which are not currently encumbered or under Lien shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Amalgamated Company; and (b) the secured creditors of the Amalgamated Company and/or other holders of security over the properties of the Amalgamated Company shall not be entitled to any additional security over the properties, assets, rights, benefits and interest of the Amalgamating Company and therefore, such assets which are not currently encumbered or under Lien shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Amalgamated Company.

- 2.1.3. The Amalgamating Company and/or the Amalgamated Company, as the case may be, shall, at any time after this Scheme becoming effective in accordance with the provisions hereof, if so required under Law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, incentives, licenses and certificates which were held or enjoyed by the Amalgamating Company. It is hereby clarified that if the consent of any third party or Governmental Authority, if any, is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company pursuant to the sanction of this Scheme by the Tribunal, and upon this Scheme becoming effective in accordance with the provisions of the Act and with the terms hereof. For this purpose, the Amalgamated Company shall file appropriate applications/documents with relevant Governmental Authorities concerned for information and record purposes.
- 2.1.4. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Amalgamating Company and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.
- 2.1.5. Without prejudice to the other provisions of the Scheme and notwithstanding the vesting of the Amalgamating Company into the Amalgamated Company by virtue of Part II of the Scheme itself, the Amalgamated Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under Law or otherwise, execute deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company has been a party, including any filings with the regulatory authorities in order to give formal effect to the above provisions and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company.
- 2.1.6. Upon coming into effect of the Scheme, all and any benefits which the Amalgamating Company is entitled to or that are subsisting by virtue of the Resolution Plan as approved by the NCLT, shall, without any further act, instrument or deed, be in full force and effect in favour of the Amalgamated Company, and may be enforced by the Amalgamated Company.



2.2. Business and Property in Trust and Conduct of Business for the Amalgamated Company

2.2.1. With effect from the Appointed Date and up to and including the Effective Date, the Amalgamating Company shall carry on its business with reasonable diligence and except in the ordinary course of business, the Amalgamating Company shall not sell, transfer or otherwise alienate, charge, mortgage, encumber, create a Lien or otherwise deal with or dispose off any of the assets of the Amalgamating Company or any part thereof or acquire any assets or business or undertake any financial commitment. The Parties have agreed for the Scheme to record that in the event Amalgamating Company wants to undertake any action restricted under Clause 2.2.1, then the Amalgamating Company shall be entitled to undertake such action with prior written consent of the Board of Directors of the Amalgamated Company or pursuant to any pre-existing obligation.

2.2.2. With effect from the Appointed Date and up to and including the Effective Date:

- (i) the Amalgamating Company shall carry on and be deemed to have carried on its business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions for and on account of, and in trust for, the Amalgamated Company;
- (ii) all profits and income accruing or arising to the Amalgamating Company, and losses and expenditure arising or incurred by it (including Taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including Taxes), as the case may be, of the Amalgamated Company;
- (iii) all debts, liabilities, loans raised and used, liabilities and obligations incurred, duties and obligations as on the close of business on the date preceding the Appointed Date, whether or not provided for in the books of the Amalgamating Company which arise or accrue to the Amalgamating Company on or after the Appointed Date, shall be deemed to be of the Amalgamated Company;
- (iv) all assets and properties comprised in the Amalgamating Company as on the close of business on the date immediately preceding the Appointed Date, whether or not provided for in the books of the Amalgamating Company and all assets and properties relating thereto, which are acquired by the Amalgamating Company, on or after the Appointed Date, shall be deemed to be the assets and properties of the Amalgamated Company;
- (v) any of the rights, powers, authorities or privileges exercised by the Amalgamating Company shall be deemed to have been exercised by the Amalgamating Company for and on behalf of, and in trust for and as an agent of the Amalgamated Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Amalgamating Company shall be deemed to have been undertaken for and on behalf of and as an agent for the Amalgamated Company; and
- (vi) all Taxes (including, without limitation, income Tax, minimum alternate tax, tax deducted at source, sales Tax, goods and services tax, excise duty, customs duty, service Tax, VAT, entry Tax, etc.) paid or payable, if any, by the Amalgamating Company in respect of the operations and/or the profits of the Amalgamating Company before the Appointed Date, shall be on account of the Amalgamating Company and, in so far as it relates to the Tax payment (including, without limitation, income Tax, minimum alternate tax, tax deducted



at source, sales Tax, goods and services tax, excise duty, customs duty, service Tax, VAT, entry Tax, etc.), whether by way of deduction at source, advance Tax or otherwise howsoever, in respect of the profits or activities or operation of the Amalgamating Company with effect from the Appointed Date, shall be deemed to be the corresponding item paid by the Amalgamated Company, and, shall, in all proceedings, be dealt with accordingly.

2.3. Transfer of Authorized Share Capital

2.3.1. Upon this Scheme becoming effective, the authorized share capital (comprising the equity and preference share capital) of the Amalgamating Company shall stand transferred to and be amalgamated / combined with the authorized share capital of the Amalgamated Company (comprising the equity and preference share capital), without any liability for payment of any additional fees (including fees and charges to the relevant RoC) or stamp duty. The authorized share capital of the Amalgamated Company will automatically stand increased and divided to that effect by simply filing the requisite forms with the RoC and no separate procedure or instrument or deed shall be required to be followed under the Act.

2.3.2. Upon this Scheme becoming effective and consequent to transfer of the existing authorized share capital of the Amalgamating Company in accordance with this Clause 2.3, the authorized share capital of the Amalgamated Company of INR 800,00,00,00,000 (divided into 79,90,00,00,000 equity shares of INR 10 each and 10,00,00,00,000 preference shares of INR 10 each) shall automatically stand enhanced and reclassified without any further act, instrument or deed on the part of the Amalgamating Company to INR 850,00,00,00,000 (divided into 70,00,00,00,000 equity shares of INR 10 each and 15,00,00,00,000 preference shares of INR 10 each), and the authorized share capital of the Amalgamated Company as recorded in its memorandum of association shall stand replaced to give effect to such increase.

2.3.3. For the avoidance of doubt, it is hereby clarified that if the authorized share capital of the Amalgamating Company or the Amalgamated Company undergoes any change, either as a consequence of any corporate action or otherwise, then this Clause 2.3 shall automatically stand modified to take into account the effect of such change.

2.3.4. The consent of the shareholders of the Amalgamating Company and the Amalgamated Company to the Scheme shall be deemed to be sufficient for purposes of effecting the above and that no further action under Sections 13, 61 or 64 or any other applicable provision of the Act, shall be separately required nor shall any additional fees (including fees and charges to the relevant RoC) or stamp duty be payable by the Amalgamated Company.

2.3.5. The stamp duty or registration filing fees paid on the authorized share capital of the Amalgamating Company are permitted to be utilized and applied towards the increase in the authorized share capital of the Amalgamated Company in accordance with Clauses 2.3.1 and 2.3.2 above, and no further demand of additional stamp duty or filing/ registration fee shall be raised or made upon the Amalgamated Company by any regulatory authorities in relation to such increase in the authorized share capital of the Amalgamated Company, including by the RoC.

2.4. Transfer of Capital Reserve and Capital Contribution of the Amalgamated Company 1

2.4.1. The amount lying as balance in the balance sheet of the Amalgamated Company 1 under the head 'Retained Earnings' forming part of 'Other Equity', as on the Effective Date, shall be, in the books



of the Amalgamated Company 1, adjusted as follows in accordance with provisions of Sections 230 to 232, Section 66 and Section 55 of the Act and any other provisions of applicable Law:

- (i) Firstly, transfer amount (as of the Effective Date) from capital reserve account of the Amalgamated Company 1 to retained earnings; and
- (ii) Secondly, transfer amount (as of the Effective Date) from capital contribution account of the Amalgamated Company 1 to retained earnings.

2.4.2. For giving effect to the above provisions, the permission from the shareholders of the Amalgamated Company 1 shall be deemed to have been received as contemplated by the Act and the consent of the shareholders of the Amalgamated Company 1 to this Scheme shall be deemed to be sufficient for this purpose and all actions taken in accordance with this Clause 2.4 of Part II of this Scheme shall be deemed to be in full compliance of applicable provisions of the Act.

2.4.3. The transfer from the capital reserve account and/or the capital contribution account, as aforesaid, of the Amalgamated Company 1, shall be effected as an integral part of this Scheme itself as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any unpaid share capital and the order of the NCLT sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the transfer from the capital reserve account and/or the capital contribution account. Such transfer shall be deemed to be effective on and from the Effective Date. The Amalgamated Company 1 shall not be required to add "and reduced" as a suffix to its name.

2.5. Objects under the Memorandum of Association

2.5.1. Upon this Scheme becoming effective, the Amalgamated Company shall commence, carry on and be authorized to carry on, the business of the Amalgamating Company.

2.5.2. With effect from the Effective Date, without any further acts or deeds on the part of the Amalgamated Company, the main objects of the Amalgamating Company shall be added to the main objects of the Amalgamated Company.

2.5.3. The consent of the shareholders of the Amalgamated Company to the Scheme shall be deemed to be sufficient for purposes of effecting the above and that no further action under Sections 13, 14 or any other applicable provision of the Act, shall be separately required for the alteration of the memorandum of association of the Amalgamated Company.

2.6. Consideration

2.6.1. Upon the coming into effect of this Scheme, and in consideration of the amalgamation of Amalgamating Company in the Amalgamated Company in terms of the Scheme, all the AMNS Khopoli Equity Shares issued by the Amalgamating Company and held by its shareholders and/or its nominees shall stand cancelled and extinguished in entirety pursuant to this Scheme, and in lieu thereof, the Amalgamated Company shall, without any further act or deed, issue and allot shareholders of Amalgamating Company, as on the Record Date, Preference Shares of the Amalgamated Company, credited as fully paid-up, in the manner set out in this Clause 2.6.

2.6.2. The Amalgamating Company and Amalgamated Company have engaged PwC Business Consulting Services LLP, to provide a valuation report. In connection with such engagement, PwC Business Consulting Services LLP has issued a Valuation Report. The Board of Directors of



Amalgamating Company and Amalgamated Company have determined the share exchange ratio, i.e., 555,13,95,960 (Five Hundred and Fifty-Five Crores Thirteen Lakhs Ninety-Five Thousand Nine Hundred and Sixty) Preference Shares of the Amalgamated Company (of INR 10/- each fully paid up) for every 402,00,00,000 (Four Hundred and Two Crores) equity shares of the Amalgamating Company (of INR 10/- each fully paid up) based on their independent judgment and after taking into consideration the aforesaid valuation report.

2.6.3. It is hereby clarified that Preference Shares shall be deemed to have been issued by the Amalgamated Company and received by AM Mining on the Effective Date.

2.6.4. The Valuation Report has been prepared in accordance with the requirements under the Act.

2.6.5. For the purpose of issue and allotment of Preference Shares pursuant to this Clause 2.6, the following terms shall apply:

(i) approval of this Scheme by the shareholders of the Amalgamated Company shall be deemed to constitute due compliance with Section 62 and any other applicable provisions of the Act, and the articles of association of the Amalgamated Company, and no other consent shall be required under the Act or the articles of association of the Amalgamated Company, for the issue of Preference Shares to AM Mining as a shareholder of the Amalgamating Company under this Scheme and upon the shareholders of the Amalgamated Company approving this Scheme, it shall be deemed that they have given their consent, including under the Act and the articles of association of the Amalgamated Company, to the issue of Preference Shares of the Amalgamated Company to AM Mining in accordance with this Scheme.

(ii) the Preference Shares proposed to be allotted to AM Mining pursuant to the Scheme shall be subject to the provisions of the memorandum of association and articles of association of the Amalgamated Company.

2.6.6. For the purpose of issue and allotment of Preference Shares to AM Mining as a shareholder of the Amalgamating Company, the Amalgamated Company shall, if and to the extent required, apply for and obtain the required approvals from statutory and other regulatory authorities.

2.7. Dissolution of the Amalgamating Company

2.7.1. Upon Part II of this Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up, without any further act or deed.

2.8. Accounting Treatment

In the books of the Amalgamated Company

Notwithstanding anything else contained in the Scheme, the Amalgamated Company shall account for the amalgamation of the Amalgamating Company in accordance with the Pooling of Interest Method of accounting as laid down in Appendix C of Indian Accounting Standard (“Ind AS”) 103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, in its books of accounts such that:

2.8.1. The Amalgamated Company shall record the assets, liabilities and reserves, if any, of the



Amalgamating Company, vested in it pursuant to this Scheme, at the carrying values as appearing in the financial statements of the Amalgamating Company.

- 2.8.2. The identity of the reserves of Amalgamating Company shall be preserved and the Amalgamated Company shall record the reserves of the Amalgamating Company in the same form and at the carrying amount as appearing in the financial statements of the Amalgamating Company.
- 2.8.3. Pursuant to the amalgamation of the Amalgamating Company with the Amalgamated Company, the inter-company balances between the Amalgamated Company and the Amalgamating Company, if any, appearing in the books of the Amalgamated Company and/or Amalgamating Company shall stand cancelled and there shall be no further obligation in that behalf.
- 2.8.4. The Amalgamated Company shall recognise Preference Shares issued by it to the shareholders of Amalgamating Company pursuant to Clause 2.6 of the Scheme at their fair value.
- 2.8.5. The existing share capital of the Amalgamating Company will stand cancelled.
- 2.8.6. The surplus, if any, arising after taking the effect of Clause 2.8.1, Clause 2.8.2, Clause 2.8.3 and Clause 2.8.5, after adjustment of Clause 2.8.4 shall be credited to capital reserve in the financial statements of the Amalgamated Company. The deficit, if any, arising after taking the effect of Clause 2.8.1, Clause 2.8.2, Clause 2.8.3 and Clause 2.8.5, after adjustment of Clause 2.8.4 and adjustment of previously existing credit balance in capital reserve, if any, shall be first debited to retained earnings in the financial statements of the Amalgamated Company to the extent of the balance available in the said account. If there is further deficit, the amount will be debited to the amalgamation adjustment deficit account.
- 2.8.7. In case of any difference in accounting policy between the Amalgamating Company and the Amalgamated Company, the accounting policies followed by the Amalgamated Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.
- 2.8.8. Comparative financial information in the financial statements of the Amalgamated Company shall be restated for the accounting impact of the merger of the Amalgamating Company, as stated above, as if the amalgamation had occurred from the beginning of the comparative period presented. However, if common control over the Amalgamating Company and Amalgamated Company came into existence after that date, the prior period information shall be restated only from the date of the common control.
- 2.8.9. For accounting purposes, the Scheme will be given effect on the date when all substantial conditions for the transfer of the Amalgamating Company are completed.
- 2.8.10. Any matter not dealt with hereinabove shall be dealt with in accordance with the requirement of applicable Ind AS.

In the books of the Amalgamating Company

As the Amalgamating Company shall stand dissolved without being wound up upon this Scheme becoming effective, no accounting treatment is being prescribed under this Scheme in the books of the Amalgamating Company.

2.9. Saving of Concluded Transactions



The transfer of assets, properties and liabilities and the continuance of proceedings by or against the Amalgamating Company under Clause 2.1 above shall not affect any transaction or proceedings already concluded by the Amalgamating Company on and after the Appointed Date until the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Company in respect thereto as done and executed on behalf of the Amalgamated Company.



PART III

3. GENERAL TERMS AND CONDITIONS

3.1. Sequence of Events

The following shall be deemed to have occurred on the Effective Date and become effective and operative only in the sequence and in the order set out below:

- (iii) filing of certified copies of the Judgment(s) of the Tribunal with the relevant RoC(s) by each of the Amalgamating Company and the Amalgamated Company pursuant to which the amalgamation of the Amalgamating Company into and with the Amalgamated Company in accordance with Part II of this Scheme shall become effective;
- (iv) transfer of the authorized share capital of the Amalgamating Company to the Amalgamated Company and consequential increase in the authorised share capital of the Amalgamated Company in accordance with Part II of this Scheme;
- (v) amendment to the objects clause of the Amalgamated Company specified in its memorandum of association in a manner that upon this Scheme becoming effective, the Amalgamated Company shall commence, carry on and be authorized to carry on, the business of the Amalgamating Company;
- (vi) cancellation of the AMNS Khopoli Equity Shares issued by the Amalgamating Company to AM Mining and/or its nominee pursuant to Part II of this Scheme;
- (vii) issue and allotment of fully paid-up Preference Shares of the Amalgamated Company to AM Mining in accordance with Part II of this Scheme; and
- (viii) dissolution of the Amalgamating Company without winding-up.

3.2. Conduct of Business until the Effective Date

Until the Effective Date:

- (i) the Amalgamating Company shall maintain and preserve its properties and assets in good working order and condition consistent with past practice, subject to normal wear and tear;
- (ii) the Amalgamating Company shall conduct its operations in the ordinary course with reasonable diligence and business prudence and materially in compliance with applicable Law;
- (iii) the Amalgamating Company shall continue to manage its working capital in the ordinary course and consistent with past practice;
- (iv) all profits and income accruing to the Amalgamating Company and losses and expenditure incurred by it (including Taxes), for the period from the Appointed Date based on the accounts of the Amalgamating Company shall, for all purposes, be treated as the profits, income, losses or expenditure, as the case may be, of the Amalgamated Company; and
- (v) any of the rights, powers, authorities, privileges, attached, related or pertaining to the



Amalgamating Company shall be deemed to have been exercised by the Amalgamating Company for and on behalf of, and in trust for and as an agent of the Amalgamated Company.

3.3. Validity of Existing Resolutions

Upon the coming into effect of the Scheme and with effect from the Appointed Date, the resolutions of the Amalgamating Company, as are considered necessary by the Board of Directors of the Amalgamated Company and which are validly subsisting, shall be considered as resolutions of the Amalgamated Company. If any such resolutions have any monetary limits approved subject to the provisions of the Act or of any other applicable statutory provisions, then such limits, as are considered necessary by the Board of Directors of the Amalgamated Company, shall be added to the limits, if any, under such similar resolutions passed by the Amalgamated Company.

3.4. Modification or Amendment to the Scheme

- 3.4.1. The Parties, through their respective Board of Directors or such other person or persons, as the respective Boards of Directors may authorize, including any committee or sub-committee thereof, may consent to any modification of or amendment to this Scheme or to any conditions or limitations that the Tribunal or any other Governmental Authority may deem fit to direct or impose. The Parties, acting through their respective authorized representatives, shall be authorized to take all such steps as may be necessary, desirable or appropriate to resolve any difficulties or questions, whether by reason of any direction or order of the Tribunal or of any other Governmental Authority or otherwise arising out of, or under, or by virtue of this Scheme and/or any matter concerned or connected therewith.
- 3.4.2. If any provision in this Scheme shall be held to be illegal, invalid or unenforceable, in whole or in part under applicable Law, then such part shall apply with whatever deletion or modification is necessary so that such part is legal, valid and enforceable.

3.5. Costs and Expenses

All costs, charges, Taxes including stamp duty payable upon the adjudication of the final order of the Tribunal sanctioning the Scheme and the Scheme, duties, levies and all other expenses, if any (save as expressly agreed otherwise), arising out of or in relation to this Scheme, or incurred by any of the Parties in carrying out and implementing this Scheme and matters incidental thereto, shall be borne by the Amalgamated Company.

3.6. Applications to the Tribunal

The Parties shall make applications and/or petitions under Sections 230 to 232 read with Section 66 of the Act and other applicable provisions of the Act to the Tribunal for sanction of this Scheme and all matters ancillary or incidental thereto, as may be necessary to give effect to the terms of this Scheme.

3.7. Conditions Precedent

Unless otherwise decided (or waived) by the relevant Parties, this Scheme is and shall be conditional upon and subject to the following conditions precedent:

- (i) Approval of the Tribunal. The Scheme shall have been approved / sanctioned by the



Tribunal either on terms as originally approved by the Parties, or subject to such modifications as may be approved by the Tribunal, which shall be in a form and substance acceptable to the Parties, each acting reasonably and in good faith;

- (ii) Shareholders' and Creditors' Approval. The Scheme shall have been approved by the respective requisite majorities of the classes of members and creditors (where applicable) of the Parties in accordance with the Act. Without prejudice to other provisions of this Scheme, it is clarified that upon the approval of this Scheme by the shareholders and the creditors of the Amalgamating Company and AMNSI under Sections 230 to 232 read with Section 66 of the Act, the shareholders and the creditors of the Amalgamating Company and AMNSI shall be deemed to have approved this Scheme in entirety under all applicable provisions of the Act and other applicable Laws and that no separate approval from any shareholders or the creditors of the Amalgamating Company and AMNSI shall be required;
- (iii) No Injunctions or Restraints: Illegality. No Governmental Authority of competent jurisdiction shall have enacted, issued, promulgated, enforced or entered any Law or Judgment that is in effect and restrains, enjoins, prohibits or otherwise makes illegal consummation of the transactions contemplated under this Scheme;
- (iv) Filings. Certified copies of the confirmation orders of the Tribunal confirming/sanctioning the Scheme shall have been filed with the RoC by the respective Parties;
- (v) Third-Party Approvals. The Scheme and any matter incidental thereto being approved by the relevant governmental or other authorities, as may be required by applicable law;
- (vi) Approval of the Directorate of Industries. The approval of the Directorate of Industries, Government of Maharashtra shall have been obtained for the amalgamation of the Amalgamating Company into and with the Amalgamated Company, in accordance with the terms of the Eligibility Certificate.

3.8. Effect of Non-Receipt of Approvals; Withdrawal

- 3.8.1. In the event the conditions precedent to this Scheme set out in Clause 3.7 above are not satisfied and/ or this Scheme is not confirmed / sanctioned by the Tribunal, this Scheme shall become null and void and shall stand revoked, cancelled and be of no effect. Except as agreed in writing among the Parties, no rights or liabilities whatsoever shall accrue to, or be incurred by, the Parties or their respective shareholders or creditors or employees or any other Person.
- 3.8.2. The Parties, acting through their respective Boards of Directors, may mutually agree in writing to withdraw this Scheme from the Tribunal.

3.9. Severability

- 3.9.1. If any provision in this Scheme shall be held to be illegal, invalid or unenforceable, in whole or in part under applicable Law, then it is the intention of the Parties that such part shall be severable from the remainder of this Scheme.
- 3.9.2. Further, if the deletion of such part of this Scheme causes this Scheme to become materially adverse to the Parties, then, in such case the Parties may amend this Scheme in a manner as will best preserve the benefits and obligations of the Parties under this Scheme.



SCHEDULE I

TERMS OF THE PREFERENCE SHARES

1	Face Value	INR 10 (Indian Rupees Ten each)
2	Issue price	Preference Shares shall be issued at par.
3	Dividend/ Coupon	0.01% per annum subject to deduction of taxes at source, if applicable.
4	Voting rights	Preference Shares shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended.
5	Security	Preference Shares shall be unsecured.
6	Tenure	Subject to applicable Law, the Preference Shares shall be mandatorily redeemable at the end of 20 years from the date of issuance.
7	Redemption	Preference Shares shall be redeemed at a premium which will provide an internal rate of return of 10.5% per annum from the date of issue of Preference Shares to the redemption date. Arrears of dividend, if any, shall be payable along with the redemption of Preference Shares.
8	Conversion	Preference Shares shall not be convertible into equity shares of the Amalgamated Company.





27 October 2023

To

**The Board of Directors
Arcelormittal Nippon Steel India Limited**
AMNS House,
AMNS Township,
27th Km, Surat-Hazira Road,
Hazira, Surat,
Gujarat - 394270,
India

**The Board of Directors
AMNS Khopoli Limited**
Admin Block,
Survey No. 71-75,
Village Donvat,
Khopoli-Pen Road,
Khalapur Raigarh,
Maharashtra – 410203,
India

Subject: Recommendation of the Share Exchange Ratio

Dear Sir / Madam,

We refer to our engagement letter dated October 4, 2023, and as amended by the engagement letter dated October 26, 2023 whereby Arcelormittal Nippon Steel India Limited ('AMNSI' / 'Amalgamated Company') and AMNS Khopoli Limited ('AMNS Khopoli' / 'Amalgamating Company') (hereinafter together referred to as 'you' or 'Clients' or 'Companies') have appointed PwC Business Consulting Services LLP (hereinafter referred to as 'PwC BCS'), to recommend the fair share exchange ratio ('Share Exchange Ratio') for the proposed amalgamation of Amalgamating Company with Amalgamated Company (referred to as 'Transaction'). As consideration for this Transaction, Amalgamated Company will issue its non-convertible redeemable preference shares ('Preference Shares') to the shareholder of the Amalgamating Company i.e., AM Mining India Private Limited.

PwC BCS has been hereinafter referred to as the 'Valuer' or 'we' or 'us' in this Share Exchange Ratio report ('Valuation Report' or 'Report').

BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT

Arcelormittal Nippon Steel India Limited i.e. Amalgamated Company is an unlisted public limited company incorporated on June 1, 1976, under the provisions of the Companies Act, 1956 with the CIN U27100GJ1976FLC013787. It owns and operates an integrated steel manufacturing facility comprising the unit for manufacturing of flat rolled products at Hazira, a precoated facility at Pune, beneficiation facilities at Kirandul and Dabuna, slurry pipelines, pelletisation facilities at Vizag and Paradeep and mining of iron ore at Keonjhar and Sundargarh. The company also operates processing and distribution centers and hypermarkets at various locations across India.

AM Mining India Private Limited ('AM Mining') is a private limited company, incorporated on October 31, 2019, under the provisions of the Companies Act, 2013 with CIN U13209DL2019PTC356902 to carry on the business of prospecting, and mining of iron ore and various other minerals, apart from setting up infrastructure projects either on its own or through any other entity.

AMNS Khopoli Limited (erstwhile Uttam Galva Steels Limited) i.e., Amalgamating Company, a wholly owned subsidiary of AM Mining, was incorporated on March 29, 1985, under the provisions of the Companies Act, 1956, with CIN L27104MH1985PLC035806. The company is engaged in the business of manufacturing and sale of downstream steel products. AM Mining acquired this company on 10 November 2022 under Insolvency and Bankruptcy Code ('IBC').

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PwC Business Consulting Services LLP, 252 Veer Savarkar Marg, Shivaji Park, Dadar, Mumbai – 400 028
T : +91 (22) 66691500, F: + 91 (22) 66547801 / 04 / 07 / 08, www.pwc.com/india

LLPIN : AAO-9288 Registered with limited liability.

Registered Office: -1-A, Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi, 110 002.



Equity shares of Amalgamated Company, AM Mining and Amalgamating Company are not listed on any recognized stock exchange in India.

We understand from the management of Amalgamated Company and Amalgamating Company (together referred to as 'Management(s)') that pursuant to a scheme of amalgamation and arrangement (the proposed 'Scheme'), under the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013, other applicable laws and rules issued thereunder, as may be applicable, it is proposed to amalgamate Amalgamating Company and Amalgamated Company (referred to as 'Transaction'). As consideration for this Transaction, Amalgamated Company will issue its non-convertible redeemable preference shares ('Preference Shares') to the shareholder of Amalgamating Company i.e., AM Mining.

Upon the coming into effect of this Scheme and in consideration of the amalgamation, the existing issued and paid up share capital of Amalgamating Company, shall be automatically cancelled.

In connection with the proposed Transaction, the Board of Directors of the Clients require a Registered Valuer Report as per Section 232 read with Section 247 of Companies Act, 2013 and have appointed PwC BCS for recommendation of Share Exchange Ratio for the proposed amalgamation of Amalgamating Company with Amalgamated Company ('Transaction'), based on the valuation of Amalgamating Company and Preference Shares.

Valuation of Amalgamating Company and Preference Shares have together been referred to as 'Valuation'. We have undertaken the Valuation as of 31 August 2023 ('Valuation Date') for the proposed Transaction.

It is clarified that any reference to this Report in any document and/ or filing with any tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges/ courts/ shareholders/ professional advisors/ merchant bankers, in connection with the Transaction, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person/ party other than the Board of Directors of the Clients.

We understand that the appointed date for the Transaction as per the draft scheme is 10 November 2022.

The Report will be used by Clients only for the purpose, as indicated in this Report, for which we have been appointed. The results of our analysis and our Report cannot be used or relied by the Clients for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person/ party for any decision of such person/ party based on this Report.

The scope of our services is to conduct a relative (and not absolute) valuation of Amalgamating Company and Preference Shares and to recommend the Share Exchange Ratio for the proposed Transaction in accordance with generally accepted professional standards.

This Report is our deliverable for the above engagement. This Report is subject to the scope, assumptions, exclusions, limitations, and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the management(s) of Amalgamated Company and Amalgamating Company and that gathered from the public domain:

- considered audited standalone historical financial information of Amalgamating Company for the year ended 31 March 2023 and unaudited/provisional financial statements for the 5 month period ended 31 August 2023, as made available;
- considered the projected financials [comprising projected financial statements] on a standalone basis from 01 September 2023 to 31 December 2032 of Amalgamating Company (referred to as 'Financial Projections')



- [including key underlying assumptions] which the Management believes to be its best estimates of the future operating performance;
- considered audited historical balance sheet of Amalgamated Company as at 31 March 2023 as made available;
 - discussions with the management(s) of Amalgamating Company and their material subsidiaries/ joint ventures/ associate companies, as applicable, in connection with the business operations of the respective companies, their perception of historical and expected future performance, macro-economic parameters and key value drivers;
 - considered the key terms of Preference Shares;
 - considered the draft Scheme;
 - discussions and correspondence with the Management(s) to obtain requisite explanation and clarification of data provided on which we have relied;
 - analysis of general market data, including economic and industry information that may affect the value;
 - considered information available in the public domain in respect of the comparable companies transactions, as appropriate, if available;
 - considered the International Valuation standards (effective January 31, 2022) published by the International Valuation Standards Council;
 - other information and documents that we considered necessary for the purpose of this engagement.

During the discussions with the Management(s), we have also obtained explanations and information considered reasonably necessary for our exercise. The Clients have been provided with the opportunity to review the draft report as part of our standard practice to make sure that factual accuracies / omissions are avoided in our final report.

PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- requested and received financial and qualitative information from the Management(s);
- used data available in public domain related to Amalgamated Company and Amalgamating Company and their peers;
- discussions (physical/ over call) with the Management(s) to understand the business, key value drivers, historical financial performance and projected financial performance of the respective companies;
- researched publicly available market data including economic factors and industry trends that may impact the Valuation;
- carried out analysis of valuation multiples of comparable companies/ comparable transactions using information available in public domain (to the extent available and relevant) and / or proprietary databases subscribed by us or our network firms;
- selection of well accepted valuation methodology/(ies) as considered appropriate by us;
- arriving at the fair value of Amalgamating Company and Preference Shares in order to recommend the Share Exchange Ratio for the Transaction.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/ tax due diligence, consulting or tax related services that may otherwise be provided by us or PwC network firms.

This Report, its contents and the results herein are specific to (i) the purpose of Valuation agreed as per the terms of our engagement; (ii) Valuation Date and (iii) and are based on the unaudited balance sheets of Amalgamating Company and their subsidiaries/ joint ventures/ associate companies as at 31 August 2023 (as applicable) and other information provided by the Managements. The Managements have represented that the business activities





of Amalgamated Company and Amalgamating Company and their subsidiaries/ joint ventures/ associate companies (as applicable) have been carried out in the normal and ordinary course between 31 August 2023 and the date hereof and that no material adverse change has occurred in their respective operations and financial position between 31 August 2023 and the Report date. Our analysis was completed on a date subsequent to the Valuation Date and accordingly, we have taken into account such valuation parameters and other related information over such period, as we considered appropriate and relevant, including up to a date close to the Report date.

An analysis of this nature is necessarily based on the prevailing stock market, financial, economic, industry and other conditions in general and the information made available to us as of, date hereof. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

In terms of our engagement, we have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by/ on behalf of the Clients (or its representatives). In accordance with our engagement letter and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence or otherwise investigated the historical financial information provided to us. We have not independently investigated or otherwise verified the data provided by/ on behalf of the Clients (or its representatives). Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the historical financials/ financial statements and projections. The assignment did not require us to conduct any financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of Amalgamated Company and Amalgamating Company and their subsidiaries/ joint ventures/ associate companies (as applicable). While information obtained from the public domain or external sources have not been verified for authenticity, accuracy, or completeness, we have obtained information as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information.

Also, with respect to explanations and information sought from/ on behalf of the Clients (or its representatives), we have been given to understand by the Clients that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusions are based on the assumptions and information given by/ on behalf of the Clients (or its representatives). The Managements of the Clients have indicated to us that they have understood that any material omissions, inaccuracies, or misstatements may materially affect our valuation analysis/ results. Accordingly, we assume no responsibility for any errors in the information furnished by/ on behalf of the Clients (or its representatives) and their impact on the Report. However, nothing has come to our attention to indicate that the information provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose. Also, we assume no responsibility for technical information (if any) furnished by/ on behalf of the Clients (or its representatives).

The Report assumes that the Amalgamated Company and Amalgamating Company and their subsidiaries/ joint ventures/ associate companies (as applicable) comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that these companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/ unaudited balance sheet of Amalgamated Company and Amalgamating Company and their subsidiaries/ joint ventures/ associate companies (as applicable). Our conclusion of value assumes that the assets and liabilities of Amalgamated Company and Amalgamating Company and their subsidiaries/ joint ventures/ associate companies (as applicable), reflected in their respective latest balance sheets remain intact as of the Report date.





No investigation of the claims of Amalgamated Company and Amalgamating Company and their subsidiaries/ joint ventures/ associate companies (as applicable) to title of assets has been made for the purpose of this Report and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

We must emphasize that the projected financial information has been prepared by the management of the respective companies and provided to us for the purpose of our analysis. The fact that we have considered the projected financial information in this exercise should not be construed or taken as our being associated with or a party to such projections. Realizations of free cash flow forecast used in the analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to provide any assurance about the achievability of the projected financial information. Since the projected financial information relates to future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences may be material. We express no opinion as to how closely the actual results will correspond to those projected/ forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of the Managements.

We have not conducted or provided an analysis or prepared a model for any individual assets/ liabilities and have wholly relied on the information provided by/ on behalf of the Clients (or its representatives) in this regard.

This Report does not look into the business/ commercial reasons behind the proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. We have not examined or advised on accounting, legal or tax matters involved in the proposed Transaction.

We owe responsibility to only the Boards of Directors of the Clients that has appointed us under the terms of our engagement letter and nobody else. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions of or advice given by any other party to the Clients. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or willful default on part of the Clients, its directors, employees, or agents. In no circumstances shall the liability of a Valuer, its partners, its directors, or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, without our prior written consent other than in connection with the proposed Transaction. In addition, we express no opinion or recommendation as to how the shareholders/ creditors of either Amalgamated Company or Amalgamating Company should vote at any shareholders'/ creditors' meeting(s) to be held in connection with the Transaction. Our Report and the opinion/ valuation analysis contained herein is not and nor should it be construed as advice relating to investing in, purchasing, selling, or otherwise dealing in securities or as providing management services or carrying out management functions. It is understood that this analysis does not represent a fairness opinion.

Any person/ party intending to provide finance/ invest in the shares/ businesses of the companies/ their holding companies/ subsidiaries/ joint ventures/ associates/ investee/ group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person/ party (other than the Clients) chooses to place reliance upon any matters included in the Report, they shall do so at their own risk and without recourse to us.

We are independent of the Clients and have no current or expected interest in the Clients or its assets. The fee for the engagement is not contingent upon the results reported.
This valuation Report is subject to the laws of India.





Any discrepancies in any table/ annexure between the total and the sums of the amounts listed are due to rounding-off.

SHARE CAPITAL DETAILS OF THE COMPANIES

AMNS Khopoli Limited/ Amalgamating Company

The issued and subscribed equity share capital of Amalgamating Company as at 31 August 2023 is INR 40,200 million consisting of 4,020,000,000 equity shares of face value of INR 10/- each. The equity shareholding pattern of Amalgamating Company is as follows:

Shareholding pattern as on 31 August 2023		
Shareholders	No of Shares	% Share Holding
AM Mining India Private Limited and its nominee shareholders	4,020,000,000	100.0%
Total	4,020,000,000	100.0%

Source: Amalgamating Company management

Arcelormittal Nippon Steel India Limited/ Amalgamated Company

The issued and subscribed equity share capital of Amalgamated Company is INR 250,413.1 million consisting of 25,041,306,142 equity shares¹ of face value of INR 10/- each. The equity shareholding pattern of Amalgamated Company is as follows:

Shareholding pattern		
Shareholders	No of Shares	% Share Holding
Oakey Holding B.V. and its nominee shareholders	25,041,306,142	100.0%
Total	25,041,306,142	100.0%

Source: Amalgamated Company management

Our

Report and recommendation of the Share Exchange Ratio considers the above shareholding pattern of Amalgamating Company and Amalgamated Company.

The Management has informed us that, without approval of the shareholders, there would not be any variation in the equity capital of Amalgamating Company and Amalgamated Company till the proposed Scheme becomes effective. Accordingly, our Report and recommendation of the Share Exchange Ratio considers the above shareholding pattern.

APPROACH & METHODOLOGY – BASIS OF TRANSACTION

The proposed Scheme under the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 contemplates amalgamation of Amalgamating Company with Amalgamated Company ('Transaction').

Arriving at the Share Exchange Ratio for the above proposed amalgamations, would require determining the fair valuation of equity of Amalgamating Company and Preference Shares, based on different valuation approaches explained here below and various qualitative factors relevant to each company, business dynamics and growth potentials of the businesses of the Amalgamating Company, information base and key underlying assumptions and limitations.

There are several commonly used and accepted valuation approaches for determining the value of equity shares of a company/ business, which have been considered in the present case, to the extent relevant and applicable:

¹ Equity shares allotted to Oakey Holding B.V. in September 2023 pursuant to scheme of amalgamation of ArcelorMittal India Private Limited with AMNSI, as approved by NCLT on 15 March 2023.



1. Asset Approach – Net Asset Value (NAV) Method
2. Income Approach
 - Discounted Cash Flow (DCF) Method
3. Market Approach
 - Market Price Method
 - Comparable Companies' Multiples (CCM) Method
 - Comparable Companies' Transaction Multiples ('CTM') Method

Asset Approach – Net Asset Value method

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book-value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in cases where the firm is to be liquidated i.e., it does not meet the 'going concern' criteria or in case where the assets base dominates earnings capability. A scheme of amalgamation would normally be proceeded with, on the assumption that the companies/ business would continue as going concerns and an actual realization of the operating assets is not contemplated. In such a going concern scenario, the earning power is of importance to the basis of amalgamation, with the values arrived at on the net asset basis being of limited relevance.

Income Approach (Discounted Cash Flows (DCF) Method)

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company/ business that are available to all providers of the companies'/ business' capital – both creditors and shareholders.

Appropriate discount rate to be applied to cash flows i.e., the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company/ business. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

Market Approach:

Under this approach, value of a company is assessed basis its market price (i.e., if its shares are quoted on a stock exchange) or basis multiples derived using comparable (i.e., similar) listed companies or transactions in similar companies.

Following are the methods under Market Approach:

- **Market Price (MP) Method**

The market price of a share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper indicator of the fair value of the share especially where the market values are fluctuating in a volatile capital market or when the shares are thinly traded. Further, in the case of amalgamation, where there is a question





of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

- **Comparable Companies' Multiple (CCM) method**
Under this method, value of a business / company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. The market price, as a ratio of the comparable company's attribute such as sales, capital employed, earnings, etc. is used to derive an appropriate multiple. This multiple is then applied to the attribute of the asset being valued to indicate the value of the subject asset. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.
- **Comparable Companies' Transaction Multiples (CTM) Method**
Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable transactions. This valuation is based on the principle that transactions taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

It should be understood that the valuation of any company or its assets or its shares is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, numerous assumptions were made with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies (i.e. Amalgamating Company, Amalgamated Company and their respective subsidiaries/ joint ventures/ associate companies (as applicable)). In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of Amalgamating Company, Amalgamated Company and their respective subsidiaries/ joint ventures/ associate companies (as applicable), and other factors which generally influence the valuation of the above companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Out of the above methods, we have used approaches / methods, as considered appropriate. The valuation approaches/ methods used, and the values arrived at using such approaches/ methods by us have been tabled in the next section of this Report.

BASIS OF SHARE EXCHANGE RATIO

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion by the Valuer and judgment taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share.

The determination of a share exchange ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single share exchange ratio. The Share Exchange Ratio rendered in this Report only represents our recommendation(s) based upon information till the date of this Report, furnished by the Management(s) (or its representatives) and other sources, others may place a different value. The final responsibility for the determination of the share exchange ratio at which the Transaction





shall take place will be with the Board of Directors of the Clients who should consider other factors such as their own assessment of the proposed Transaction(s) and inputs of other advisors.

The Share Exchange Ratio has been arrived at basis of a relative equity valuation (on a per share basis) of Amalgamating Company, and the valuation of Preference Shares based on the various methodologies explained herein earlier and other factors considered relevant, having regard to information base, key underlying assumptions, and limitations.

In the current analysis, the amalgamation of Amalgamating Company with Amalgamated Company is proceeded with on the assumption that Amalgamating Company would amalgamate as going concern and actual realization of the operating assets for Amalgamated Company and Amalgamating Company is not contemplated. In such a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance to the basis of amalgamation, with the values arrived at on the net asset basis being of limited relevance.

Given the nature of the businesses of Amalgamating Company, and the fact that we have been provided with projected financials for Amalgamating Company, we have considered it appropriate to apply the DCF Method under the Income Approach to arrive at the fair value of the equity shares of Amalgamating Company for the purpose of arriving at the Share Exchange Ratio.

Within the DCF Method, equity value per share for Amalgamating Company is computed as follows:

- Enterprise value for Amalgamating Company is computed using the DCF Method;
- To arrive at the total value available to the equity shareholders for Amalgamating Company, enterprise value is adjusted, as appropriate, for debt, cash and cash equivalents and surplus assets as appearing in the respective provisional balance sheets as at August 31, 2023, contingent liabilities and other matters.
- The total value of equity is then divided by total issued and paid-up equity shares of Amalgamating Company as at August 31, 2023, to arrive at the value per equity share.

Amalgamating Company is not listed and, therefore, MP Method is not applicable.

Amalgamating Company was acquired by AM Mining under the IBC provisions. Management(s) expects improvement in performance of the company going forward and therefore the current performance of the company is not a true representative of their maintainable performance. Considering this, we have not used the Comparable Companies' Multiple (CCM) method and Comparable Companies' Transaction Multiple (CTM) method to determine the fair value of equity shares of Amalgamating Company.

Key terms of Preference Shares

Particulars	Key Terms
Face Value	INR 10 (Indian Rupees Ten each)
Issue price	Preference Shares shall be issued at par
Dividend/ Coupon	0.01% per annum subject to deduction of taxes at source, if applicable
Voting rights	Preference Shares shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended
Security	Preference Shares shall be un-secured
Tenure	Subject to applicable law, the Preference Shares shall be mandatorily redeemable at the end of 20 years from the date of issuance
Redemption	Preference Shares shall be redeemed at a premium which will provide an internal rate of return ('IRR') of 10.50% per annum from the date of issue of





	Preference Shares to the redemption date. Arrears of dividend, if any, shall be payable along with the redemption of Preference Shares
Conversion	Preference Shares shall not be convertible into equity shares of Amalgamated Company

Source: Management(s)

Given the proposed terms of the Preference Shares, the par value of Preference Shares of INR 10 can be considered as representative of fair value of the Preference Shares at the time of issue. Accordingly, we have considered INR 10 as fair value of the Preference Shares to arrive at the Share Exchange Ratio.

In view of the above, and on consideration of the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the following Share Exchange Ratio for the Transaction as below:

- **5,551,395,960 (Five Hundred and Fifty Five Crore, Thirteen Lakh Ninety Five Thousand Nine Hundred and Sixty) Preference Shares of Amalgamated Company (of INR 10/- each fully paid up) for 4,020,000,000 (Four Hundred and Two Crore) equity shares of Amalgamating Company (of INR 10/- each fully paid up).**

Respectfully submitted,

PwC Business Consulting Services LLP
IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158

NEERA Digitally signed
by NEERAJ GARG
Date: 2023.10.27
190306 +05'30'
J GARG

Neeraj Garg
Partner
IBBI Membership No.: IBBI/RV/02/2021/14036
Date: 27 October 2023
Place: Mumbai
RVN – IOVRVF/PWC/2023-2024/2547

AM/NS Khopoli

REPORT EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AND ARRANGEMENT ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL PROMOTERS AND NON-PROMOTER SHAREHOLDERS ADOPTED BY THE BOARD OF DIRECTORS OF AMNS KHOPOLI LIMITED AT ITS MEETING HELD ON NOVEMBER 3, 2023

1. Background

- 1.1. A scheme of amalgamation and arrangement is proposed to be entered into between AMNS Khopoli Limited (“Company” / “Transferor Company”/ “Amalgamating Company”) and ArcelorMittal Nippon Steel India Limited (“AMNSI” / “Transferee Company” / “Amalgamated Company”); and their respective shareholders (the “Proposed Scheme”) under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (the “Act”). The Company and AMNSI shall be collectively referred to as “Scheme Entities”.
- 1.2. The Proposed Scheme, *inter alia*, contemplates the transfer and vesting of the Company into and with AMNSI along with various other matters consequential or otherwise integrally connected with the Proposed Scheme, with effect from November 10, 2022 (the “Appointed Date”).
- 1.3. The Board of Directors of the Company approved the Proposed Scheme pursuant to resolutions adopted at the meeting held on November 3, 2023.
- 1.4. Pursuant to Section 232(2)(c) of the Act, the Board of Directors of the companies involved in a scheme of arrangement are required to adopt a report explaining the effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders setting out in particular, the share exchange ratio specifying any special valuation difficulties. Such report is required to be circulated to the shareholders and creditors of the relevant companies, together with the notice for the meeting of the shareholders and creditors.
- 1.5. Accordingly, this report has been prepared in accordance with the requirements under Section 232(2)(c) of Act and the following documents were placed before the Board of Directors of the Company for the preparation of this report:



AM/NS Khopoli Limited – Erstwhile, Uttam Galva Steels Limited

Administration Block, Survey No. 71-75, Village Donvat, Khopoli – Pen Road, Khalapur Raigarh – 410 203, Maharashtra.
CIN L27104MH1985PLC035806 / +91-02192-392200 / contact@amns.in / www.amns.in

**SMARTER
STEELS
BRIGHTER
FUTURES**

- (a) A draft of the Proposed Scheme;
- (b) Valuation Report dated October 27, 2023 issued by PwC Business Consulting Services LLP, Registered Valuer, setting out the fair market value of the equity shares of the Company (“Valuation Report”); and
- (c) Draft certificate issued by SRBC & Co. LLP, Chartered Accountants and the statutory auditor to AMNSI, certifying conformity of the accounting treatment proposed in the Proposed Scheme, with the accounting standards prescribed under Section 133 of the Act.

2. Effect of the Proposed Scheme on Shareholders (Promoter and Non-Promoter Shareholders) and the Key Managerial Personnel of the Scheme Entities

2.1. Effect of the Scheme on Shareholders (Promoter and Non-Promoter Shareholders) of the Scheme Entities

The Company has only one class of shares, i.e., equity shares, and all such equity shares are held, directly and indirectly, by AM Mining India Private Limited (“AM Mining”).

As stated in Clause 2.6 of the Proposed Scheme, and based on the Valuation Report and the independent judgment of the board of directors of the Company and AMNSI, upon the amalgamation of the Company into and with AMNSI, all the Company's equity shares held by its shareholders and/or its nominees shall stand cancelled and extinguished in entirety pursuant to the Scheme, and in lieu thereof, the 100% shareholder of the Company (i.e., AM Mining) will be issued and allotted 555,13,95,960 (Five Hundred and Fifty-Five Crores Thirteen Lakhs Ninety-Five Thousand Nine Hundred and Sixty) Preference Shares of AMNSI (of INR 10/- each fully paid up) for 402,00,00,000 (Four Hundred and Two Crores) equity shares of the Company (of INR 10/- each fully paid up).

2.2. Employees of the Scheme Entities

As stated in Clauses 2.1.2(xxii), (xxiii) and (xxiv) of the Proposed Scheme, all the staff and employees of each of the Company, who are in such employment on the Effective Date (*as defined in the Proposed Scheme*), will become staff and employees of AMNSI, and subject to the provisions of the Proposed Scheme, on terms and conditions not less favourable than those on which they are engaged by the Company and without any interruption of or break in service as a result of the Proposed Scheme. AMNSI will take into account the past services of the employees of the Company, for the purpose of payment of any employment benefits. Further, AMNSI will comply with any agreement/settlement entered into with any labour unions or employees of the Company.



2.3. Key Managerial Personnel of the Scheme Entities

None of the key managerial personnel (“KMP”) of the Company are concerned or interested, financially or otherwise, in the Proposed Scheme. Upon the Scheme becoming effective, the existing KMPs of the Company shall cease to be the KMPs of the Company without any further act.

For and on behalf of the **Board of Directors of**
AMNS Khopoli Limited
(formerly Uttam Galva Steels Limited)

久保田 佳司

Name: Keiji Kubota

Title: Director





REPORT EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION AND ARRANGEMENT ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS, ADOPTED BY THE BOARD OF DIRECTORS OF ARCELORMITTAL NIPPON STEEL INDIA LIMITED AT ITS MEETING HELD ON NOVEMBER 3, 2023

1. Background

- 1.1. A scheme of amalgamation and arrangement is proposed to be entered into between ArcelorMittal Nippon Steel India Limited (“**Company**” / “**Transferee Company**” / “**Amalgamated Company**”); and AMNS Khopoli Limited (“**AMNS Khopoli**” / “**Transferor Company**” / “**Amalgamating Company**”) and their respective shareholders (the “**Proposed Scheme**”) under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (the “**Act**”). The Company and AMNS Khopoli shall be collectively referred to as “**Scheme Entities**”.
- 1.2. The Proposed Scheme, *inter alia*, contemplates the transfer and vesting of AMNS Khopoli into and with the Company along with various other matters consequential or otherwise integrally connected with the Proposed Scheme, with effect from November 10, 2022 (the “**Appointed Date**”).
- 1.3. The Board of Directors of the Company approved the Proposed Scheme pursuant to resolutions adopted at the meeting held on November 3, 2023.
- 1.4. Pursuant to Section 232(2)(c) of the Act, the Board of Directors of the companies involved in a scheme of arrangement are required to adopt a report explaining the effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders setting out in particular, the share exchange ratio specifying any special valuation difficulties. Such report is required to be circulated to the shareholders and creditors of the relevant companies, together with the notice for the meeting of the shareholders and creditors.
- 1.5. Accordingly, this report has been prepared in accordance with the requirements under Section 232(2)(c) of Act and the following documents were placed before the Board of Directors of the Company for the preparation of this report:
- A draft of the Proposed Scheme;
 - Valuation Report dated October 27, 2023 issued by PwC Business Consulting Services LLP, Registered Valuer, setting out the fair market value of the equity shares of the Company (“**Valuation Report**”); and
 - Draft certificate issued by SRBC & Co. LLP, Chartered Accountants and the statutory auditor to the Company, certifying conformity of the accounting treatment proposed in the Proposed Scheme, with the accounting standards prescribed under Section 133 of the Act.

ArcelorMittal Nippon Steel India Limited

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2. Effect of the Proposed Scheme on Shareholders (Promoter and Non-Promoter Shareholders) and the Key Managerial Personnel of the Scheme Entities

2.1. Effect of the Scheme on Shareholders (Promoter and Non-Promoter Shareholders) of the Scheme Entities

AMNS Khopoli has only one class of shares, i.e., equity shares, and all such equity shares are held, directly and indirectly, by AM Mining India Private Limited ("AM Mining").

As stated in Clause 2.6 of the Proposed Scheme, and based on the Valuation Report and the independent judgment of the board of directors of the Company and AMNS Khopoli, upon the amalgamation of AMNS Khopoli into and with the Company, all of AMNS Khopoli's equity shares held by its shareholders and/or its nominees shall stand cancelled and extinguished in entirety pursuant to the Scheme, and in lieu thereof, the 100% shareholder of AMNS Khopoli (i.e., AM Mining) will be issued and allotted 555,13,95,960 (Five Hundred and Fifty-Five Crores Thirteen Lakhs Ninety-Five Thousand Nine Hundred and Sixty) Preference Shares of the Company (of INR 10/- each fully paid up) for 402,00,00,000 (Four Hundred and Two Crores) equity shares of AMNS Khopoli (of INR 10/- each fully paid up).

2.2. Employees of the Scheme Entities

As stated in Clauses 2.1.2(xxii), (xxiii) and (xxiv) of the Proposed Scheme, all the staff and employees of each of AMNS Khopoli, who are in such employment on the Effective Date (as defined in the Proposed Scheme), will become the staff and employees of the Company, and subject to the provisions of the Proposed Scheme, on terms and conditions not less favourable than those on which they are engaged by AMNS Khopoli and without any interruption of or break in service as a result of the Proposed Scheme. The Company will take into account the past services of the employees of AMNS Khopoli, for the purpose of payment of any employment benefits. Further, the Company will comply with any agreement/settlement entered into with any labour unions or employees of AMNS Khopoli. The aforesaid amalgamation of AMNS Khopoli into and with the Company shall have no effect on employees of the Company.



ArcelorMittal Nippon Steel India Limited

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2.3. Key Managerial Personnel of the Scheme Entities

None of the key managerial personnel of the Company are concerned or interested, financially or otherwise, in the Proposed Scheme. Upon the Scheme becoming effective, the existing KMPs of AMNS Khopoli shall cease to be the KMPs of the AMNS Khopoli without any further act, whereas there shall be no effect on the KMPs of the Company.

For and on behalf of the **Board of Directors of
ArcelorMittal Nippon Steel India Limited**



Name: Pankaj S. Chourasia
Title: Company Secretary



ArcelorMittal Nippon Steel India Limited

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Independent Auditor's Report on compliance of the proposed accounting treatment under Section 232(3) of the Companies Act, 2013 with the accounting standards notified under Section 133 of the Companies Act, relevant rules thereunder and other generally accepted accounting principles in India

The Board of Directors
ArcelorMittal Nippon Steel India Limited
Raheja Towers 601 and 701 6th and 7th Floor, Plot No. C-30 Block G
Bandra Kurla Complex, Bandra East,
Mumbai City, Maharashtra, 400051

1. This Report is issued in accordance with the terms of our service scope letter dated October 25, 2023 and master engagement agreement dated September 14, 2023 with ArcelorMittal Nippon Steel India Limited (hereinafter the "**Company**") for submission to National Company Law Tribunal (hereinafter the "**NCLT**") and any other regulatory authorities in connection with the scheme of arrangement as mentioned in paragraph 2 below.
2. We, S R B C & CO LLP, Chartered Accountants, are the Statutory Auditors of the Company and have been requested by the management of the Company, to examine the proposed accounting treatment given in clause 2.8, as provided to us by the management in the Annexure 1 to this Certificate and initialled by us for identification purposes only (the "**Annexure 1**"), between the Company and AMNS Khopoli Limited (formerly known as Uttam Galva Steels Limited) in terms of the provisions of Sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 (the "**Act**"), for compliance with the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013, relevant rules thereunder and other generally accepted accounting principles in India (collectively referred to as "Applicable Accounting Standards"), read with General Circular No 09/2019 issued by the Ministry of Corporate Affairs dated August 21, 2019 (MCA Circular). The management has informed that the above extracted clause is part of the draft Scheme of Amalgamation and Arrangement (the "**Scheme**") prepared by the Company.

Management's Responsibility

3. The preparation of the Scheme is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management of the Company is also responsible for ensuring that the Company complies with the requirements of the Act, and for providing all relevant information to the NCLT and any other regulatory authority in connection with the Scheme.

Auditors Responsibility

5. Pursuant to the requirements of Section 230 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, our responsibility is to provide reasonable assurance in the form of an opinion on whether the proposed accounting treatment specified in clause 2.8 as provided in the Annexure 1 is in compliance with the Applicable Accounting Standards read with MCA circular.
6. We audited the financial statements of the Company as of and for the financial year ended March 31, 2023, on which we issued an unmodified audit opinion vide our reports dated



Page 2 of 3

September 25, 2023. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statements in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof for the purpose of this report. Accordingly, we do not express such opinion. Further, our examination did not extend to any aspects of legal or propriety nature of the Scheme and other compliances thereof. Nothing contained in this report, nor anything said or done in the course of, or in connection with the services that are subject to this report, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.
10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, we have performed the following procedures in relation to the Annexure 1:
 - a. Obtained and read the proposed accounting treatment specified in the Annexure 1.
 - b. Obtained copy of resolution passed by the Board of Directors of the Company dated November 03, 2023 approving the Scheme.
 - c. Examined whether the proposed accounting treatment as per clause 2.8 stated in the Annexure 1 is in compliance with the Applicable Accounting Standards.
 - d. Performed necessary inquiries with the management and obtained necessary representations from the management.

Opinion

11. Based on our examination and according to the information and explanations given to us, read with paragraph 10 above, in our opinion, the proposed accounting as contained in the Annexure 1, is in compliance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013, relevant rules thereunder and other Generally Accepted Accounting Principles.



Page 3 of 3

Restriction on Use

12. This report has been issued at the request of the Company and is addressed to and provided to the Board of Directors of the Company solely for the purpose mentioned in paragraph 2 above and to be submitted to the NCLT and any other regulatory authority in connection with the Scheme and should not be used for any other person or purpose or distributed to anyone or referred to in any document without our prior written consent. Our examination relates to the matters specified in this report and does not extend to the Company as a whole. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003



per Pritesh Maheshwari

Partner

Membership Number: 118746



UDIN: 23118746BGYNWP8381

Place of Signature: Mumbai

Date: November 03, 2023

Annexure-1

To Whomsoever it may Concern

Relevant extract from clause 2.8 of the proposed scheme of amalgamation and arrangement between ArcelorMittal Nippon Steel India Limited (the “Company”) and AMNS Khopoli Limited (formerly known as Uttam Galva Steels Limited) approved by the board of directors of the Company on November 3, 2023 in terms of provisions of sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 (the “Act”), for compliance with the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013:

2.8 Accounting Treatment

In the books of the Amalgamated Company

Notwithstanding anything else contained in the Scheme, the Amalgamated Company shall account for the amalgamation of the Amalgamating Company in accordance with the Pooling of Interest Method of accounting as laid down in Appendix C of Indian Accounting Standard (“Ind AS”) 103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, in its books of accounts such that:

- 2.8.1 The Amalgamated Company shall record the assets, liabilities and reserves, if any, of the Amalgamating Company, vested in it pursuant to this Scheme, at the carrying values as appearing in the financial statements of the Amalgamating Company.
- 2.8.2 The identity of the reserves of Amalgamating Company shall be preserved and the Amalgamated Company shall record the reserves of the Amalgamating Company in the same form and at the carrying amount as appearing in the financial statements of the Amalgamating Company.
- 2.8.3 Pursuant to the amalgamation of the Amalgamating Company 1 with the Amalgamated Company, the inter-company balances between the Amalgamated Company and the Amalgamating Company, if any, appearing in the books of the Amalgamated Company and/or Amalgamating Company shall stand cancelled and there shall be no further obligation in that behalf.
- 2.8.4 The Amalgamated Company shall recognise Preference Shares issued by it to the shareholders of Amalgamating Company 1 pursuant to Clause 2.6 of the Scheme at their fair value.
- 2.8.5 The existing share capital of Amalgamating Company will stand cancelled.

ArcelorMittal Nippon Steel India Limited

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- 2.8.6 The surplus, if any, arising after taking the effect of Clause 2.8.1, Clause 2.8.2, Clause 2.8.3 and Clause 2.8.5, after adjustment of Clause 2.8.4 shall be credited to capital reserve in the financial statements of the Amalgamated Company. The deficit, if any, arising after taking the effect of Clause 2.8.1, Clause 2.8.2, Clause 2.8.3 and Clause 2.8.5, after adjustment of Clause 2.8.4 and adjustment of previously existing credit balance in capital reserve, if any, shall be first debited to retained earnings in the financial statements of the Amalgamated Company to the extent of the balance available in the said account. If there is further deficit, the amount will be debited to the amalgamation adjustment deficit account.
- 2.8.7 In case of any difference in accounting policy between the Amalgamating Company and the Amalgamated Company, the accounting policies followed by the Amalgamated Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.
- 2.8.8 Comparative financial information in the financial statements of the Amalgamated Company shall be restated for the accounting impact of the merger of the Amalgamating Company, as stated above, as if the amalgamation had occurred from the beginning of the comparative period presented. However, if common control over the Amalgamating Company and Amalgamated Company came into existence after that date, the prior period information shall be restated only from the date of the common control.
- 2.8.9 For accounting purposes, the Scheme will be given effect on the date when all substantial conditions for the transfer of the Amalgamating Company are completed.
- 2.8.10 Any matter not dealt with hereinabove shall be dealt with in accordance with the requirement of applicable Ind AS.

In the books of the Amalgamating Company

As the Amalgamating Company shall stand dissolved without being wound up upon this Scheme becoming effective, no accounting treatment is being prescribed under this Scheme in the books of the Amalgamating Company.

For ArcelorMittal Nippon Steel India Limited


Amit Harlalka
Chief Financial Officer



ArcelorMittal Nippon Steel India Limited

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